

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Victory Beauty Systems, Inc.		12/05/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Beauty Systems Group, Inc.
Street Address:	3001 Colorado Boulevard
City:	Denton
State/Country:	TEXAS
Postal Code:	76210
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1479121	BAILEY'S
Registration Number:	820454	CUSTOM FORMULA 7000
Registration Number:	761078	LADY LYNN
Registration Number:	2763114	VICTORY

CORRESPONDENCE DATA

Fax Number: (312)832-4700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-832-4556
 Email: CStevens@foley.com
 Correspondent Name: Cynthia B. Stevens
 Address Line 1: 321 North Clark Street
 Address Line 2: Suite 2900
 Address Line 4: Chicago, ILLINOIS 60610

ATTORNEY DOCKET NUMBER: 190057-1002 VICTORY ASSIG

TRADEMARK

900052251

REEL: 003338 FRAME: 0776

CH \$115.00 1479121

NAME OF SUBMITTER:	Cynthia B. Stevens
Signature:	/cynthia b stevens/
Date:	06/29/2006
Total Attachments: 6 source=victoryDOC#page1.tif source=victoryDOC#page2.tif source=victoryDOC#page3.tif source=victoryDOC#page4.tif source=victoryDOC#page5.tif source=victoryDOC#page6.tif	

Delaware

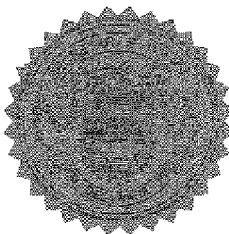
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VICTORY BEAUTY SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BEAUTY SYSTEMS GROUP, INC." UNDER THE NAME OF "BEAUTY SYSTEMS GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2005, AT 7:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.



2176506 8100M

060372863

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4724405

DATE: 05-05-06

TRADEMARK
REEL: 003338 FRAME: 0778

CERTIFICATE OF OWNERSHIP AND MERGER

OF

VICTORY BEAUTY SYSTEMS, INC.
a Delaware corporation

into

BEAUTY SYSTEMS GROUP, INC.
a Delaware corporation

Victory Beauty Systems, Inc., a corporation organized and existing under the laws of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the Delaware General Corporation Law of the State of Delaware on the 26th day of October, 1988.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Beauty Systems Group, Inc., a corporation organized pursuant to the provisions of the Delaware General Corporation Law of the State of Delaware on the 19th day of November, 1997.

THIRD: That its Board of Directors by unanimous written consent dated December 2, 2005, determined to merge the corporation into said Beauty Systems Group, Inc., and did adopt the following resolutions:

RESOLVED, that the merger ("Merger") of the Company with and into BSG, whereby BSG will be the surviving entity, assuming all of the liabilities and obligations of the Company, on the following terms and conditions is hereby authorized and approved:

- a. The Merger will be effectuated pursuant to the laws of the State of Delaware.
- b. Upon the consummation of the Merger, each outstanding share of stock of the Company shall be canceled.

FURTHER RESOLVED, that the Agreement of Merger ("Merger Agreement"), in the form presented to the board of directors and attached hereto as Exhibit A, is hereby approved in all respects and any officer of the Company is hereby authorized to execute and deliver the Merger Agreement.

FURTHER RESOLVED, that any officer of the Company is hereby authorized and directed to execute and deliver such documents and other papers and to take such other action, in the name and on behalf of the Company, as such officer may deem proper to enable the Company to perform fully all of its obligations in connection with the Merger, including, without limitation:


- a. The filing of the Agreement of Merger with the Secretary of State of the State of Delaware, pursuant to the DGCL.
- b. The filing of the Certificate of Ownership and Merger, with the Secretary of State of the State of Delaware.
- c. The filing of the Certificate of Merger, with the Secretary of State of the State of Delaware.
- d. The execution and delivery of any additional agreements necessary to complete the Merger.

FURTHER RESOLVED, that any officer of the Company is authorized to take all such further action and to execute and deliver, in the name and on behalf of the Company, all such further instruments and documents and to pay all such expenses as in their judgment shall be necessary, proper or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of stock of Beauty Systems Group, Inc., by unanimous written consent.

IN WITNESS WHEREOF, said parent corporation has caused this Certificate to be signed by an authorized officer this 5th day of December, 2005.

VICTORY BEAUTY SYSTEMS, INC.

By: 

Raal Roos
Vice President and Secretary

"EXHIBIT A"

AGREEMENT OF MERGER

VICTORY BEAUTY SYSTEMS, INC.
a Delaware corporation

INTO

BEAUTY SYSTEMS GROUP, INC.
a Delaware corporation

This Agreement of Merger (the "Merger Agreement") dated this 5th day of December, 2005, pursuant to Section 251 of the General Corporation Law of the State of Delaware is entered into between Victory Beauty Systems, Inc. ("Victory"), a Delaware corporation and Beauty Systems Group, Inc. ("BSG"), a Delaware corporation

WITNESSETH that:

WHEREAS, the respective Board of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, Victory filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on October 26, 1988; and

WHEREAS, BSG filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on November 19, 1997.

NOW, THEREFORE, the corporations, parties to this Merger Agreement, by and between their respective Board of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribed the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: BSG hereby merges Victory into BSG, and said BSG shall be the surviving corporation (the "Surviving Corporation").

SECOND: The Certificate of Incorporation and the Bylaws of BSG at the time of the merger, shall be the Certificate of Incorporation and the Bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

THIRD: The outstanding shares of Victory shall be canceled without consideration. The outstanding shares of BSG shall remain outstanding and are not affected by the merger.

FOURTH: The directors of BSG at the time of the merger shall be the initial directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until the earlier of their death, resignation or removal, in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

FIFTH: The officers of BSG at the time of the merger shall be the initial officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until the earlier of their death, resignation or removal, in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

SIXTH: This merger shall become effective December 31, 2005.

IN WITNESS WHEREOF, the parties to this Merger Agreement, pursuant to authority duly given by their respective Board of Directors, have caused this Merger Agreement to be executed by an authorized officer of each party hereto.

VICTORY BEAUTY SYSTEMS, INC.

By: 

Raal Roos

Vice President and Secretary

BEAUTY SYSTEMS GROUP, INC.

By: 

Raal Roos

Vice President, General Counsel
and Secretary

TRADEMARK

REEL: 003338 FRAME: 0782

I, Raal Roos, Secretary of Victory Beauty Systems, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of said corporation, that the Agreement of Merger, after having been first duly signed on behalf of said corporation by the Vice President of such corporation, was duly approved in writing by the sole stockholder of such corporation in accordance with the applicable provision of the General Corporation Law of the State of Delaware.

WITNESS my hand on behalf of said Victory Beauty Systems, Inc. on this 5th day of December, 2005.



Raal Roos, Secretary

I, Raal Roos, Secretary of Beauty Systems Group, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of said corporation, that the Agreement of Merger, after having been first duly signed on behalf of said corporation by the Vice President of such corporation, was duly approved in writing by the sole stockholder of such corporation in accordance with the applicable provision of the General Corporation Law of the State of Delaware.

WITNESS my hand on behalf of said Beauty Systems Group, Inc. on this 5th day of December, 2005.



Raal Roos, Secretary