

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/17/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Colorlab Cosmetics, Inc.		10/17/2007	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Colorlab Cosmetics, Inc.
Street Address:	1112 5th Avenue
City:	Rockford
State/Country:	ILLINOIS
Postal Code:	61104
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	78187086	COLOR ID
Serial Number:	78879519	COSMETIC REPUBLIC
Serial Number:	77355103	SENSATIONALEYES
Serial Number:	77165383	TIME BOMBS!
Serial Number:	77365383	WE WANT YOUR DRAWERS
Serial Number:	78432422	WISE DISGUISE
Serial Number:	77359231	YOU GOT CLERKED?
Registration Number:	2867794	ALL EYES ON HUE
Registration Number:	2534285	COLORLAB
Registration Number:	2973799	COLORLAB CUSTOM COSMETICS
Registration Number:	2990223	GO AHEAD MAKE MY SHADE
Registration Number:	3143407	I INVENTED THIS
Registration Number:	2944851	IDENTIHUE

CH \$515.00 78187086

Registration Number:	2979011	INVENT COLORS
Registration Number:	3308192	LIQUID NYLONS
Registration Number:	2716745	MAKE YOUR OWN
Registration Number:	2730518	PEOPLE POLISH
Registration Number:	3159873	WHAT'S YOUR MAKEUP?
Registration Number:	3330600	WISE DISGUISE
Registration Number:	3139044	WONDERBROW

CORRESPONDENCE DATA

Fax Number: (815)654-5770
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 815-633-5300
Email: rockmail@reinhartlaw.com
Correspondent Name: Andrew J. Heinisch
Address Line 1: 2215 Perrygreen Way
Address Line 2: Reinhart Boerner Van Deuren P.C.
Address Line 4: Rockford, ILLINOIS 61107

ATTORNEY DOCKET NUMBER:	506826
NAME OF SUBMITTER:	Andrew J. Heinisch
Signature:	/Andrew J. Heinisch/
Date:	05/20/2008

Total Attachments: 9

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FORM **BCA 11.25** (rev. Dec. 2003)
ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE
Business Corporation Act

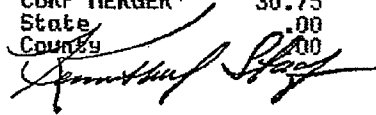
Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

FILED

OCT 17 2007

JESSE WHITE
SECRETARY OF STATE

200700773461
Filed for Record in
WINNEBAGO COUNTY IL
KEN STAUF
12-06-2007 At 11:17 am.
CORP MERGER 30.75
State .00
County .00



Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$100, but if merger or
consolidation involves more than two
corporations, submit \$50 for each
additional corporation.

File # D61663282

Filing Fee: \$ 100⁰⁰

Approved: u

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of incorporation.
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Colorlab Cosmetics, Inc.</u>	<u>Delaware</u>	
<u>Colorlab Costmetics, Inc.</u>	<u>Illinois</u>	<u>D61663282</u>

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~NEW~~ ^{surviving} corporation: Colorlab Cosmetics, Inc.
~~acquiring~~

b. Corporation shall be governed by the laws of: Delaware

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

See attached Exhibit A

Upon recording, please return to:
Ms. Stacy Rankin
Paralegal
Vedder, Price, Kaufman & Kammholz, P.C.
222 North LaSalle Street, Suite 2400
Chicago, Illinois 60601

5. The ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
<u>Colorlab Cosmetics, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions. **Not Applicable**

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated October _____, 2007 Colorlab Cosmetics, Inc., an Illinois corporation
 Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
Mary Swaab, President
 Name and Title (type or print)

Dated October _____, 2007 Colorlab Cosmetics, Inc., a Delaware corporation
 Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
Mary Swaab, President
 Name and Title (type or print)

Dated _____, _____
 Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature

 Name and Title (type or print)

Exhibit A

AGREEMENT AND PLAN OF MERGER

dated as of

October 17, 2007

between

Colorlab Cosmetics, Inc.
(an Illinois corporation)

and

Colorlab Cosmetics, Inc.
(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of October 17, 2007, between Colorlab Cosmetics, Inc., an Illinois corporation ("**Parent**"), and Colorlab Cosmetics, Inc., a Delaware corporation ("**Subsidiary**").

WHEREAS, Parent owns all of the issued and outstanding common stock of Subsidiary.

WHEREAS, the Board of Directors and the stockholders of Parent deem it advisable and in the best interests of Parent to change Parent's domicile from Illinois to Delaware.

WHEREAS, the Board of Directors and the stockholders of the Parent and Subsidiary (together, the "**Parties**") deem it advisable and in the best interests of the Parties that Parent merge with and into Subsidiary (the "**Merger**") for the purpose of changing Parent's domicile from Illinois to Delaware.

WHEREAS, the Merger is intended to constitute a tax-free transfer reorganization under the Internal Revenue Code

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE 1 THE MERGER

Section 1.01. *The Merger.* (a) At the Effective Time, Parent shall be merged (the "**Merger**") with and into Subsidiary in accordance with the requirements of the General Corporation Law of the State of Delaware ("**Delaware Law**") and the Illinois Business Corporation Act ("**Illinois Law**") and in accordance with the terms and conditions hereof, whereupon the separate existence of Parent shall cease in accordance with Illinois Law, and Subsidiary shall be the surviving corporation in accordance with Delaware Law and shall conduct business under the name "Colorlab Cosmetics, Inc." (the "**Surviving Corporation**").

(b) As soon as practicable after satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, Parent and Subsidiary will file a certificate of merger with the Delaware Secretary of State, an articles of merger with the Illinois Secretary of State, and make all other filings or recordings required by Delaware Law and Illinois Law in connection with the Merger. The Merger shall become effective upon filing with the Secretary of State (the "**Effective Time**").

(c) From and after the Effective Time, the Surviving Corporation shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and disabilities of Parent and Subsidiary, all as provided under Delaware Law.

Section 1.02. *Conversion of Shares.*

(a) At the Effective Time, each share of Subsidiary common stock issued and outstanding immediately prior thereto will, by virtue of the Merger and without any action by the Subsidiary, the holder of such shares, or any other person, be cancelled and returned to the status of authorized but unissued shares.

(b) At the Effective Time, each share of Parent common stock issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action by the Subsidiary, the holder of such shares, or any other person, be converted into one fully paid and nonassessable share of common stock of the Surviving Corporation.

(c) At the Effective Time, each outstanding option to purchase a share of Parent common stock shall become an option to purchase a share of Subsidiary common stock on the basis of one share of Parent common stock for each share of Subsidiary common stock, on the same terms and conditions and at an exercise or conversion price per share equal to the exercise or conversion price per share applicable to such Parent option at the Effective Time. A number of shares of Subsidiary common stock shall be reserved for issuance upon the exercise of options equal to the number of shares of Parent common stock so reserved immediately prior to the Effective Time, or as otherwise deemed necessary to effect the purposes of the Merger.

(d) All certificates representing issued and outstanding shares of Parent stock shall be surrendered to and canceled by the Surviving Corporation, and all holders of Parent stock shall be entitled upon surrender to receive new certificates representing an equal amount of shares in the Surviving Corporation. Until so surrendered and exchanged, the outstanding shares of Parent stock to be converted into shares of stock of the Surviving Corporation as provided herein may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though such surrender and exchange had taken place.

ARTICLE 2
THE SURVIVING CORPORATION

Section 2.01. *Certificate of Incorporation.* The certificate of incorporation of Subsidiary in effect at the Effective Time shall be the certificate of incorporation of the Surviving Corporation until amended in accordance with applicable law.

Section 2.02. *By-laws.* The By-laws of Subsidiary in effect at the Effective Time shall be the By-laws of the Surviving Corporation until amended in accordance with applicable law.

Section 2.03. *Directors and Officers.* From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law (i) the directors of Parent at the Effective Time shall be the directors of the Surviving Corporation and (ii) the officers of Parent at the Effective Time shall be the officers of the Surviving Corporation.

Section 2.04. *Principal Place of Business.* The principal place of business of the Surviving Corporation shall be at 1112 5th Avenue, Rockford, Illinois 61104.

ARTICLE 3 COVENANTS

The parties hereto agree that:

Section 3.01. *Best Efforts.* Subject to the terms and conditions of this Agreement, Parent and Subsidiary will use their best efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable under applicable laws and regulations to consummate the transactions contemplated by this Agreement.

Section 3.02. *Further Assurances.* At and after the Effective Time, the officers and directors of the Surviving Corporation will be authorized to execute and deliver, in the name and on behalf of Parent or Subsidiary, any deeds, bills of sale, assignments or assurances and to take and do, in the name and on behalf of Parent or Subsidiary, any other actions and things to vest, perfect or confirm of record or otherwise in the Surviving Corporation any and all right, title and interest in, to and under any of the rights, properties or assets of Parent acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger.

ARTICLE 4 CONDITIONS TO THE MERGER

Section 4.01. *Conditions to Obligations of Each Party.* The obligations of the parties to consummate the Merger are subject to the satisfaction of the following conditions:

(a) this Agreement shall have been approved and adopted by the shareholders of Parent in accordance with Illinois Law and by the stockholder of Subsidiary in accordance with Delaware Law; and

(b) no provision of any applicable law or regulation and no judgment, injunction, order or decree shall prohibit the consummation of the Merger.

ARTICLE 5
TERMINATION

Section 5.01. *Termination.* This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time by either Subsidiary or Parent.

ARTICLE 6
MISCELLANEOUS

Section 6.01. *Successors and Assigns.* The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

Section 6.02. *Governing Law.* This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.

Section 6.03. *Counterparts; Effectiveness.* This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

Colorlab Cosmetics, Inc.
(an Illinois corporation)

By: 

Mary Swaab, President

Colorlab Cosmetics, Inc.
(a Delaware corporation)

By: 

Mary Swaab, President