

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Certificate of Ownership

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cal Cos Acquisition Inc. dba California Cosmetics Corp.		08/10/2003	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	Spencer Entertainment Inc.
<b>Street Address:</b>	23901 Calabasas Road
<b>City:</b>	Calabasas
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	91302
<b>Entity Type:</b>	CORPORATION:

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Serial Number:	76483966	FRESH FACE
Registration Number:	2026215	CC
Registration Number:	1742078	SILKTOUCH
Registration Number:	1746699	CALIFORNIA COSMETICS
Registration Number:	1855061	BODY REPAIR
Registration Number:	2104005	SILKTECH
Registration Number:	2300593	SILKSKIN ULTRA
Registration Number:	1648614	SILKSKIN
Registration Number:	1463229	NIGHTSHIFT
Registration Number:	1648615	SILKSKIN FOR MEN
Registration Number:	1601780	DUOMASQUE
Registration Number:	1921391	LIPSILK
Registration Number:	2757372	DERMALTAB
Registration Number:	3532469	BIOHEXOL

OP \$365.00 76483966

**TRADEMARK**

CORRESPONDENCE DATA

Fax Number: (415)226-1883  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 4158684072  
Email: mwittenberg@batechlaw.com  
Correspondent Name: Malcolm B Wittenberg  
Address Line 1: 500 Sansome Street Suite 404  
Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	533.01
NAME OF SUBMITTER:	Malcolm B Wittenberg
Signature:	/malcolm b wittenberg/
Date:	03/03/2009

Total Attachments: 3  
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9-17-2003

# State of California



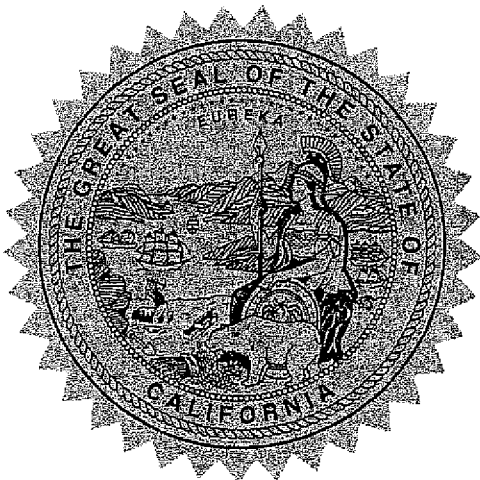
## SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 17 2003



*Kevin Shelley*  
Secretary of State

SEP - 1 2003

CERTIFICATE OF OWNERSHIP  
OF SPENCER ENTERTAINMENT, INC.KEVIN SHELLEY  
Secretary of State

ROBERT A. SIDELL and ANDREA SIDELL certify that:

1. They are the president and the secretary, respectively, of Spencer Entertainment, Inc., a Nevada corporation (the "Corporation")
2. The Corporation owns 100% of the outstanding shares of California Cosmetics Corp., a California corporation.
3. The following resolution was duly adopted by the Board of Directors of the Corporation:

RESOLVED: that California Cosmetics Corp., the wholly owned subsidiary of the Corporation, be merged into the Corporation and that the plan of merger attached as Exhibit A be approved.

4. Exhibit A to the foregoing resolution is attached and incorporated by reference as if fully set forth herein.

Each of the undersigned declares this August 10, 2003 under penalty of perjury under the laws of the State of California that he or she has read the foregoing Certificate and knows the contents thereof and that the same is true of his or her own knowledge.



ROBERT A. SIDELL, President



ANDREA SIDELL, Secretary

## EXHIBIT A

### PLAN OF MERGER

The following corporations are parties to this Plan of Merger:

Spencer Entertainment, Inc., a Nevada corporation ("Spencer")  
California Cosmetics Corp., a California corporation ("CalCos")

1. Spencer owns 100% of the outstanding shares of CalCos.
2. CalCos shall be merged into Spencer and Spencer shall assume all of the liabilities of CalCos.
3. Each outstanding share of CalCos owned by Spencer immediately prior to the merger shall thereupon be canceled.
4. Each outstanding share of Spencer shall remain outstanding following the merger.
5. Upon the merger, Article First of the articles of incorporation of Spencer shall be amended to read:

"The name of the corporation is California Cosmetics Corp."

