

08-14-2009



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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

bon prix Acquisition Corp.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Delaware
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) July 10, 2009

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Venus Fashion, Inc.

Internal

Address: c/o Jay Lipe

Street Address: 10 South Wacker Drive, Suite 2300

City: Chicago

State: Illinois

Country: US

Zip: 60606

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship Delaware

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Farzin Parang

Internal Address: Dykema Gossett PLLC

Street Address: 10 South Wacker Drive, Suite 2300

City: Chicago

State: Illinois Zip: 60606

Phone Number: 312-627-2521

Fax Number: 312-627-2302

Email Address: fparang@dykema.com

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 340

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

08/14/2009 MJAMA1 00000013 3545012

Deposit Account Number 01 FC:8521 02 FC:0322 40.00 DP 300.00 DP

Authorized User Name _____

9. Signature:

Signature

7/29/09

Date

Farzin Parang

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

CONTINUATION OF ITEM 4:**Application numbers or registration numbers and identification or description of the Trademark**

B. Trademark Registration Number	C. Identification of Mark	Type of Mark	Summary of Goods and/or Services
3,545,012	VENUS.COM	Service Mark	Retail store, catalog and online store
3,303,183	OWN THE BEACH	Service Mark	Retail store, catalog and online store
3,178,851	VENUS	Service Mark	Retail store, electronic catalog, mail order catalog and internet retail services
3,138,898	VENUS	Trademark	Lingerie
3,134,692	VENUS USA	Service Mark	Retail store, catalog and online store
3,122,353	VENUS	Service Mark	Retail store, catalog and online store
2,866,965	VENUS	Trademark/ Service Mark	Lingerie
2,268,534	VENUS	Service Mark	Entertainment services re beauty pageants
2,130,707	VENUS GIRL TRAP	Trademark	Men, women and children apparel
1,971,354	VENUS	Trademark	Outwear clothing
1,672,665	VE	Trademark	Clothing
1,492,352	VENUS SWIMWEAR	Trademark	Outerwear clothing
1,372,695	VENUS SWIMWEAR	Trademark	Swimwear

2

Delaware

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The First State

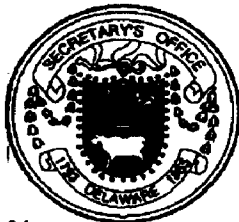
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BON PRIX ACQUISITION CORP.", CHANGING ITS NAME FROM "BON PRIX ACQUISITION CORP." TO "VENUS FASHION, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 2009, AT 10:57 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4703053 8100

090688239

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7411086

DATE: 07-10-09

TRADEMARK

REEL: 004045 FRAME: 0150

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

bou prix Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST that the sole Director of said corporation, acting by written consent, duly adopted a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of said corporation in the following form:

"RESOLVED, that paragraph FIRST of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"FIRST - The name of this Corporation is VENUS FASHION, INC."

SECOND, that in lieu of a meeting and vote of stockholders, the sole stockholder of said corporation voted to adopt said amendment in accordance with the provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware and of the By-Laws of said corporation.

THIRD, the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, bou prix Acquisition Corp. has caused this Certificate to be signed by its President and its Secretary as of the 10th day of July 2009

BON PRIX ACQUISITION CORP.

By:


Dr. Marcus Ackermann
President

By:


Jay A. Lipe
Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:01 AM 07/10/2009
FILED 10:57 AM 07/10/2009
SRV 090688239 - 4703053 FILE