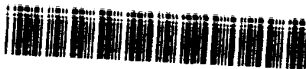
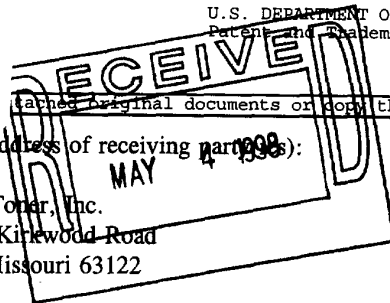


RE

06-04-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of Pat

100727626

(attached original documents or copy thereof.)

1. Name of conveying party(ies):
 Francis E. O'Donnell, Jr., M.D.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other _____

2. Name and address of receiving party(ies):
 Laser Skin Toner, Inc.
 1028 South Kirkwood Road
 St. Louis, Missouri 63122
 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation: Missouri
 Other: _____

Additional name(s) of conveying party(ies) attached Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: Nunc Pro Tunc Assignment

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & addresses attached? Yes No

Execution Date: September 29, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): 75/249,036

B. Trademark Reg. No.(s):

Additional numbers attached Yes No

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

Harriet E. Perkins, Esq.
 Seidel, Gonda, Lavorgna & Monaco, P.C.
 Suite 1800 Two Penn Center Plaza
 Philadelphia, PA 19102

Attorney Docket No. 9316-3

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

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9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

HARRIET E. PERKINS
 Name of Person Signing

Harriet E. Perkins
 Signature

28 April 1998
 Date

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0651-0011 (exp. 4/94)

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 Box Assignments
 Washington, D.C. 20231

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 Sale Ref: 00000127 Mail: 191135 73249036
 01 FC:461 40.00 CH

NUNC PRO TUNC ASSIGNMENT OF UNITED STATES SERVICE MARK

WHEREAS, Francis E. O'Donnell, Jr., M.D. a U.S. citizen with an address at 709 The Hamptons Lane, Town & Country, Missouri 63017 (hereinafter referred to as "Assignor"), did intend to use the mark "LASER SKIN TONER" (hereinafter referred to as the "Service Mark") in commerce, and, thus, filed an application in the United States Patent and Trademark Office, which was awarded Application Serial No. 75/249,036, indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act.; and

WHEREAS, Laser Skin Toner, Inc., a Missouri corporation, having a place of business at 1028 South Kirkwood Road, St. Louis, Missouri 63122 (hereinafter referred to as "Assignee"), did acquire as of September 29, 1997 all right, title and interest in and to the Service Mark, including any choses in action relating to said Service Mark, together with the goodwill of the business symbolized by the Service Mark and the entire business or portion thereof to which the mark pertains; and

WHEREAS, it is desired that the Nunc Pro Tunc Assignment of the Service Mark listed above be made a matter of record in the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor hereby acknowledges that it did on September 29, 1997 sell, assign, transfer and convey unto Assignee all of its right, title and interest in and to the aforesaid Service Mark, including any choses in action relating to said Service Mark, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Service Mark rights accruing on or before the date of this Assignment, together with the goodwill of the business

