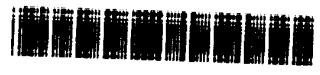


06-12-1998



To the Honorable Commissioner

attached original documents or copy thereof.

100736767  
528-98

1. Name of conveying party(ies):  
 REVLON HOLDINGS INC.  
 (formerly REVLON, INC.)

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

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

2. Name and address of receiving party(ies):

Name:  
 REVLON CONSUMER PRODUCTS CORPORATION  
 Internal Address:

Street Address: 625 Madison Avenue  
 City: New York State: N.Y.            Zip: 10022

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

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)  
 Additional name(s) & address(es) attached?     Yes     No

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                   Change of Name  
 Other

Execution Date: May 28, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

STRONG WEAR Reg. No. 1,750,700

Additional numbers attached?     Yes     No

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

Name: Alexandra Thiery  
 Internal Address: Revlon Legal Department  
 Street Address: 625 Madison Avenue

City: New York State: NY Zip: 10022

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:  
 18-1075  
 (Attach duplicate copy of this page if paying by deposit account)

06/12/1998 BRGUYER 00000099 181075 1750700  
 01 FC:481 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.  
*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.*

Alexandra Thiery  
 Name of Person Signing

Signature

Date May 28, 1998

Total number of pages including cover sheet, attachments, and document: 9

**TRADEMARK ASSIGNMENT**

WHEREAS, **REVLON, INC.**, known now as **REVLON HOLDINGS INC.**, a corporation organized and existing under and by virtue of the laws of the State of Delaware, located at 625 Madison Avenue, New York, New York 10022, United States of America, (hereinafter called the ASSIGNOR) owns and has used in its business the Trademark set forth below, which is registered in the United States Patent and Trademark Office under the number set forth below:

**STRONG WEAR**, Registration No. 1,750,700;

AND WHEREAS, **REVLON CONSUMER PRODUCTS CORPORATION**, a corporation organized and existing under and by virtue of the laws of the State of Delaware, located at 625 Madison Avenue, New York, New York 10022, United States of America, (hereinafter called the ASSIGNEE) is desirous of acquiring the entire right, title and interest in and to the said trademark and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;


THEREFORE, BE IT KNOWN, that for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, all right, title and interest in and to the said trademark registration, together with that part of the goodwill of the ASSIGNOR's business connected with the use of and symbolized by the said trademark registration.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 28<sup>th</sup> day of May, 1998 (effective as of June 24, 1992).

**REVLON HOLDINGS INC.**  
**(formerly REVLON, INC.)**

[Corporate Seal]

By: \_\_\_\_\_

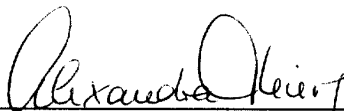
  
Arch M. Ahern  
Assistant Secretary

**CORPORATE ACKNOWLEDGMENT**

**ASSIGNOR**

**UNITED STATES OF AMERICA        )**  
**STATE OF NEW YORK                ) SS:**  
**COUNTY OF NEW YORK             )**

On this 28<sup>th</sup> day of May , 1998, before me personally appeared Arch M. Ahern, to me known, who, being by me duly sworn, did depose and say that he is the Assistant Secretary of the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the said seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.

  
\_\_\_\_\_  
Notary Public  
**ALEXANDRA THIERY**  
Notary Public, State of New York  
No. 01TH5023308  
Qualified in New York County Seal  
Commission Expires March 28, 2002



State of Delaware  
Office of the Secretary of State

PAGE 1

I, DANIEL R. GRIFFITH, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF "REVLON, INC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 1992, AT 9:30 O'CLOCK A.M.

\* \* \* \* \*



*Daniel R. Griffith*

ACTING SECRETARY OF STATE  
AUTHENTICATION: 3742231

DATE: 01/12/1993

930120009

TRADEMARK  
REEL: 1740 FRAME: 0468

RESTATED CERTIFICATE OF INCORPORATION

OF

REVLON, INC.

---

Pursuant to Sections 245 and 242 of the  
General Corporation Law of the State of Delaware

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Revlon, Inc., a Delaware corporation which was originally incorporated under the name "Pantry Subsidiary Finance Corporation", the original certificate of incorporation of which was filed on September 30, 1985, hereby amends and restates in its entirety its Certificate of Incorporation to read as follows:

**FIRST:** The name of the Corporation is REVLON HOLDINGS INC. (the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 32 Lockerman Square, Suite L-100, in the City of Dover, County of Kent. The name of its registered agent at that address is United States Corporation Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

**FOURTH:** The total number of shares of stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, each having a par value of one dollar (\$1.00).

**FIFTH:** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:30 AM 06/24/1992  
921765079 - 2072246

TRADEMARK

REEL: 1740-FRAME: 0469

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of

Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, Revlon, Inc. has caused this Restated Certificate of Incorporation to be executed in its corporate name this 24<sup>th</sup> day of June, 1992.

REVLON, INC.

By: \_\_\_\_\_

*Wade H. Nichols III*  
Name: Wade H. Nichols III  
Title: Senior Vice President

ATTEST:

By: \_\_\_\_\_

*Robert Kretzman*  
Name: Robert Kretzman  
Title: Secretary