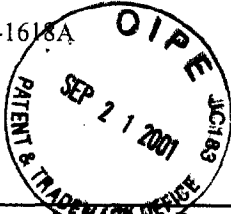


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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



10-02-2001



101861754

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 9-21-01
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
July 17, 1997
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached.

Execution Date
Month Day Year

Name Carmé International, Inc. July 17, 1997

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached.

Name Carmé Cosmeceutical Sciences, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 620 Airpark Road

Address (line 2) _____

Address (line 3) Napa California 94558
City State Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be on a separate document from assignment.)

10/01/2001 DBYRNE 00000203 061135 1899546
01 FC:481 40.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignment, Washington D.C. 20231

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Page 2

U.S. Department of
Commerce
Patent and Trademark Office
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Expires 06/30/99
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (312) 577-7000

Name Julius Tabin

Address (line 1) FITCH, EVEN, TABIN & FLANNERY

Address (line 2) 120 South LaSalle Street, Suite 1600

Address (line 4) Chicago, Illinois 60603

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 5

Trademark Application Number(s) or Registration Number(s) [] Mark if additional numbers attached.

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | | | | |
|--|--|--|---------|--|--|
| | | | 1899546 | | |
| | | | | | |
| | | | | | |

Number of Properties

Enter the total number of properties involved. # 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment: Enclosed [] Deposit Account [X]
(Enter for payment by deposit account or if additional fees can be charged to the account.)

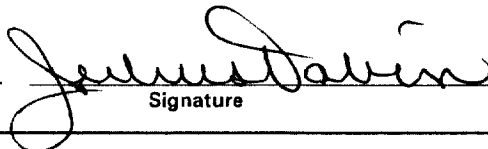
Deposit Account Number: # 06-1135

Authorization to charge additional fees: Yes [X] No []

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. Charges to deposit account are authorized, as indicated herein.

Julius Tabin
Name of Person Signing


Signature

September 18, 2001
Date Signed



I, EDWARD J. FREEL, 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 "CARME INTERNATIONAL, INC.", CHANGING ITS NAME FROM "CARME INTERNATIONAL, INC." TO "CARME COSMECEUTICAL SCIENCES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2517758 8100

981125213

AUTHENTICATION: 9012689

DATE: 04-06-98

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REEL: 002376 FRAME: 0607



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CARMÉ INTERNATIONAL, INC.

CARMÉ INTERNATIONAL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of CARMÉ INTERNATIONAL, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Articles thereof numbered "ONE", so that, as amended, said Article shall be and read as follows:

"ONE: The name of the corporation is:
CARMÉ COSMETICUTICAL SCIENCES, INC."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said CARMÉ INTERNATIONAL, INC. has caused this certificate to be signed by its President, this 17th day of July, 1997.

Frank Massimo
President

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 07/21/1997
 971241131 - 2517758