

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/17/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Aesthetica Ltd.		11/26/2007	CORPORATION: BERMUDA

**RECEIVING PARTY DATA**

Name:	Medicis Aesthetics Holdings Inc.
Street Address:	8125 North Hayden Road
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85258
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2920018	RELOXIN

**CORRESPONDENCE DATA**

Fax Number: (206)224-0779  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 206-682-8100  
 Email: [efiling@cojk.com](mailto:efiling@cojk.com)  
 Correspondent Name: Daiva K. Tautvydas  
 Address Line 1: 1420 Fifth Avenue, Suite 2800  
 Address Line 4: Seattle, WASHINGTON 98101-2347

ATTORNEY DOCKET NUMBER:	MDPC-2-26482
NAME OF SUBMITTER:	Daiva K. Tautvydas
Signature:	/Daiva K. Tautvydas/

Date:

02/12/2008

**Total Attachments: 3**

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# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AESTHETICA LTD.", A BERMUDA CORPORATION,

WITH AND INTO "MEDICIS AESTHETICS HOLDINGS INC." UNDER THE NAME OF "MEDICIS AESTHETICS HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2007, AT 1:28 O'CLOCK P.M.

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

3652163 8100M

071329600

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6254648

DATE: 12-20-07

TRADEMARK  
REEL: 003717 FRAME: 0940

**CERTIFICATE OF OWNERSHIP AND MERGER OF**

**AESTHETICA LTD.**  
(a Bermuda corporation)

**INTO**

**MEDICIS AESTHETICS HOLDINGS INC.**  
(a Delaware corporation)

[Pursuant to Section 253 of the Delaware General Corporation Law]

It is hereby certified that:

1. MEDICIS AESTHETICS HOLDINGS INC. (hereinafter referred to as the "Corporation") is a corporation organized and existing under the laws of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of AESTHETICA LTD., a corporation organized and existing under the laws of the Islands of Bermuda.
3. On November 26, 2007, the Board of Directors of the Corporation adopted the following resolutions to merge AESTHETICA LTD. into the Corporation:

WHEREAS, the undersigned deem it to be in the best interest of each of the Corporation and its wholly-owned subsidiary, AESTHETICA LTD., A BERMUDA CORPORATION, to authorize and direct the officers of the Corporation on its behalf, and to authorize and direct AESTHETICA LTD., to enter into a plan of merger subject to the laws of the State of Delaware and Bermuda, so that AESTHETICA LTD. may be merged into this Corporation (the "Merger");

WHEREAS, the Corporation has been authorized and directed by its sole stockholder, MEDICIS PHARMACEUTICAL CORPORATION, A DELAWARE CORPORATION (the "Sole Stockholder") to enter into, and to cause AESTHETICA LTD. to enter into, any documents necessary to effectuate the Merger, so that as a consequence of such Merger, all of the estate, property, rights, privileges, powers and franchises of AESTHETICA LTD. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by AESTHETICA LTD. in its name; and

WHEREAS, the Corporation has been authorized and directed by the Sole Shareholder, concurrently with the Merger, to assume all of the obligations of AESTHETICA LTD. (the "Assumption") and to cancel all of the shares of AESTHETICA LTD. without any repayment of capital in respect thereof, and may not thereafter issue any shares or other securities of any kind or character of AESTHETICA LTD. in connection with the Merger. (the "Cancellation").

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors of the Corporation deems it to be advisable and in the best interest of the Corporation that AESTHETICA LTD. be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware and Sections 104(B) and 107 of

the [Bermuda] Companies Act 1981 as amended (the "Merger"), and that all of the estate, property, rights, privileges, powers and franchises of AESTHETICA LTD. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by AESTHETICA LTD. in its name.

**FURTHER RESOLVED**, that upon the Merger becoming effective, this Corporation shall assume all of the obligations of AESTHETICA LTD.

**FURTHER RESOLVED**, that upon the Merger becoming effective, all issued and outstanding shares of each class of stock of AESTHETICA LTD. shall be cancelled without any repayment of capital in respect thereof, and the Corporation shall not thereafter issue or cause to be issued any shares or other securities of any kind or character of AESTHETICA LTD. in connection with the Merger.

**FURTHER RESOLVED**, that the Certificate of Incorporation and the Bylaws of the Corporation, each as amended to date, shall not be amended and shall remain the Certificate of Incorporation and the Bylaws of the surviving corporation.

**FURTHER RESOLVED**, that the officers of the Corporation, and any of them, are each hereby authorized and directed to execute all documents, agreements and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions.

**FURTHER RESOLVED**, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware or the Bermuda Islands and by the applicable laws of any other jurisdiction and will cause to be performed all necessary acts within Delaware, the Bermuda Islands and in any other applicable jurisdiction necessary and appropriate to effect the Merger.

The Corporation has caused this Certificate of Ownership and Merger to be signed by its Secretary on this 21<sup>st</sup> day of November, 2007.

MEDICIS AESTHETICS HOLDINGS INC.,  
a Delaware corporation

By:   
Name: Jason Hanson  
Title: Secretary