

03-12-1999

08/21/92

MRD 3-8-99

RE



3-8-99

To the
Please receive the attached original documents or copy thereof.

100983399

1. Name of conveying party(ies):
Arpel Cosmetics, Inc.
 Individual(s) Association
 General Partnership
 Limited Partnership
 Corporation - State of Delaware
 Other _____

2. Name: Adrien Arpel Spa & Salon, Inc.
Internal Address: _____
Street Address: 720 Fifth Avenue
City: New York State: NY
Zip: 10019

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement
 Change of Name
 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 names(s) & address(es) attached? Yes No

Execution Date: December 1, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) **1,619,339** and 16 others

See attachment

Additional numbers attached? Yes No

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

Name: **Belinda J. Scrimenti, Esq.**
Internal Address: **BAKER & HOSTETLER LLP**
Street Address: **1050 Connecticut Avenue, N.W.
Suite 1100
Washington, D.C. 20036**

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41)..... \$ 440.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

02-0398

(Attach duplicate copy of this page if paying by deposit account)

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.

Belinda J. Scrimenti, Esq.
Name of Person Signing

Signature

3/8/99
Date

Total number of pages comprising cover sheet: 4

03/10/1999 JSHADAZZ 00000125 1619339

01 FC:481
02 FC:482

40.00 DP
400.00 DP

**SCHEDULE
OF
TRADEMARK REGISTRATIONS**

AA	1,619,339
ADRIEN ARPEL	2,001,423
ADRIEN ARPEL	1,612,553
ADRIEN ARPEL & Face Design	1,928,025
ADRIEN ARPEL (stylized)	893,847
ADRIEN ARPEL SKINLASTIC LIFT	1,765,465
ADRIESSENCE	1,603,339
AROMAFLEUR	1,566,685
BIO-CELLULAR	969,772
Bottle Design	1,257,300
Bottle Design	1,348,832
EYELASTIC LIFT	1,559,493
Face Design	1,936,931
Face Design	1,926,009
Line Fill	1,516,063
MORNING AFTER	1,615,382
REAL SILK KALEIDOSCOPE BRIGHTENING FINISH	2,035,218

State of Delaware
Office of the Secretary of State

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 "ARPEL COSMETICS, INC.", CHANGING ITS NAME FROM "ARPEL COSMETICS, INC." TO "ADRIEN ARPEL SPA & SALON, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2179252 8100

991018388

AUTHENTICATION: 9524227

DATE: 01-15-99

TRADEMARK
REEL: 1866 FRAME: 0313

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ARPEL COSMETICS, INC
(formerly Adrien Arpel, Inc.)**

ARPEL COSMETICS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation")

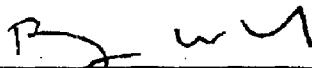
DOES HEREBY CERTIFY:

FIRST: That upon action of the sole shareholder of the Corporation, the Certificate of Incorporation of the Corporation, in accordance with Section 242 of the General Corporation Law of the State of Delaware, is amended by changing the Article thereof numbered "First" so that, as amended, such Article is amended to read as follows:

The name of the corporation is ADRIEN ARPEL SPA & SALON, INC.

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

IN WITNESS WHEREOF, ARPEL COSMETICS, INC. has caused this Certificate to be signed by Barry W. Blank, its President, and Michael D. Ficke, its Secretary, on this 23 day of November, 1998.



Barry W. Blank, President



Michael D. Ficke, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/01/1998
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