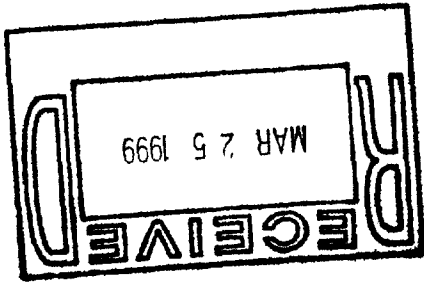


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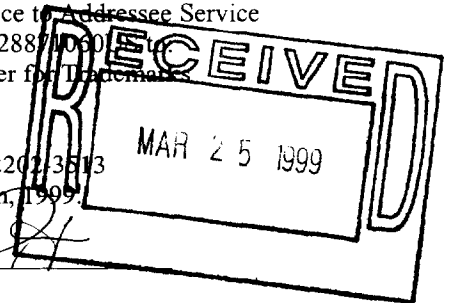


101003115

CERTIFICATE OF EXPRESS MAILING



I hereby certify that this document was deposited with the U.S. Postal Service, Express Mail Post Office to Addressee Service Express Mail No. EL2288/1060150 Assistant Commissioner for Trademarks Box Assignment 2900 Crystal Drive Arlington, Virginia 22202-3513 This 25th day of March, 1999



Lisa M. Gigliotti

3.25.99

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

Please record the attached original documents or copy thereof.

1. Name of Conveying Party:

Maybelline Cosmetics Corporation
Delaware Corporation

2. Name and Address of Receiving Party:

Cosmair Creative, Inc.
575 Fifth Avenue
New York, New York 10017
Delaware Corporation

3. Nature of Conveyance: Change of Name
Execution Date: January 29, 1999

4. Trademark Application Serial Nos.: See Attached

5. Trademark Registration Nos.: See Attached

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

Lisa M. Gigliotti, Esq.
Cosmair, Inc.
575 Fifth Avenue
New York, New York, 10017

Total number of registrations/applications involved: 102

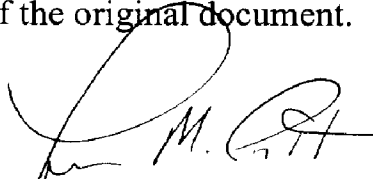
04/06/1999 DMGUYEN 00000177 75620424

01 FC:481 40.00 OP
02 FC:482 2525.00 OP

Total Fee (37 CFR § 3.41): \$2565.00; Check No. 457511 is attached.

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.

Dated:



Lisa M. Gigliotti

Total: pages

Trademark Application Serial Nos.:

75/620,424 – A SENSE OF BEAUTY
75/545,843 – AIR WEAR
75/622,805 – CONTROL-A-LASH
75/610,917 – COOL EFFECT
75/602,285 – COSMIC EDGE
75/622,806 – DEMAND-A-LASH
75/587,205 -- EXPRESS CARE
75/623,900 -- EXPRESS MANICURE
75/312,821 – EXPRESS STOP
75/312,992 – EYE EXPRESS
75/397,914 -- EYE POLISH
75/511,763 – FRESH COLOR 3
75/032,752 - GREAT WEAR
75/539,867 – HYDRA TIME
75/510,293 – KISSING STICK
75/586,464 – LASHES BY DESIGN
75/240,500 - LIP EXPRESS
75/542,646 – LIP SYNC
75/384,858 – LIP VOLUME
75/539,874 – MATTE MAKER
75/352,388 – NAIL WATER
75/510,292 – ON/OFF
75/622,807 – SATIN LASH
75/542,647 – SILK LASH
75/250,998 - TREND SETTER
75/252,441 - VOLUM' EXPRESS
75/366,872 – WATERPAINTS
75/519,774 – WET TO SET IN ONE MINUTE FLAT
75/338,789 – WONDER CURL

Trademark Registration Nos.:

944,850 - BLOOMING COLORS
1,232,447 - BLOOMING COLORS
1,941,839 - COLORBOND
1,358,763 - COLOR FRESH
1,491,872 – COLORIBBONS
1,254,038 – COLORS THAT CLING
1,670,010 - DIAL-A-LASH
1,745,014 - EXPERT EYES
1,396,368 - EXPERT EYES
1,308,540 - EXPERT EYES

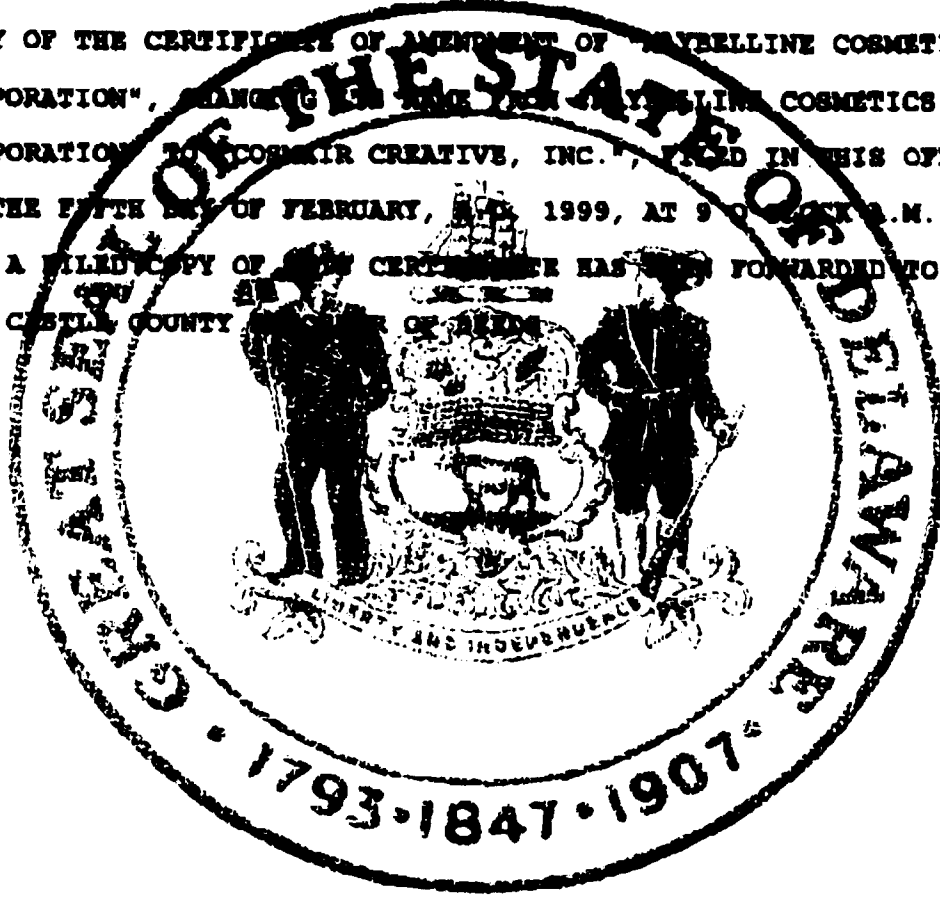
1,332,918 - EXPERT TOUCH
1,094,166 - FRESH COLOR 3
1,161,548 - FRESH COLOR 3
1,142,184 - FRESH LASH
2,088,141 - GREAT EYES
2,059,858 - GREAT FINISH
963,108 - GREAT-LASH
2,037,173 - GREAT LIP
1,223,066 - GREAT LIPS
2,059,914 - GREAT LINE
2,140,809 - GREAT WEAR
2,072,743 - GREAT WEAR
2,092,317 - GREAT WEAR
2,135,119 - GREAT WEAR
1,590,438 - ILLEGAL LENGTHS
1,517,735 - KISSING KOOLERS
1,149,560 - KISSING SLICKS
1,959,352 - LASH BY LASH
1,651,880 - LINEWORKS
2,019,963 - LIP INDULGENCE
2,146,701 - LIP MEND
1,096,418 - MAYBELLINE
1,065,615 - MAYBELLINE
554,011 - MAYBELLINE
554,266 - MAYBELLINE
620,021 - MAYBELLINE
702,638 - MAYBELLINE
702,694 - MAYBELLINE
2,002,953 - MAYBELLINE
701,108 - MAYBELLINE MAGIC
1,934,766 - MAYBE SHES BORN WITH IT. MAYBE IT'S MAYBELLINE
1,936,468 - MAYBE SHES BORN WITH IT. MAYBE IT'S MAYBELLINE
2,123,700 - MISC. DESIGN
1,731,982 - MISC. DESIGN
2,018,266 - MISC. DESIGN
1,848,912 - MISC. DESIGN
2,182,689 - MISC. DESIGN
2,124,704 - MISC. DESIGN
1,199,238 - MOISTURE WHIP
1,062,571 - MOISTURE WHIP
1,110,757 - MOISTURE WHIP
1,939,001 - NATURAL ACCENTS
1,973,510 - NATURAL DEFENSE
1,624,367 - NO PROBLEM
2,136,055 - OMBRELLE

368,224 - PORTRAIT
1,993,905 - SALON FINISH
1,692,323 - SHADES OF YOU
1,884,321 - SHADES OF YOU
1,889,554 - SHADES OF YOU
1,525,149 - SHEER ESSENTIALS
2,029,669 - SHINE FREE
1,546,995 - SLIM ELEGANCE
1,233,229 - SLIM TINT
2,213,467 - TRUE ILLUSION
1,058,844 - ULTRA-BIG ULTRA-LASH
804,390 - ULTRA BROW
770,083 - ULTRA-LASH
1,456,036 - ULTRA PERFORMANCE
808,650 - ULTRA SHADOW
1,515,095 - ULTRA-THICK ULTRA-LASH
1,721,318 - UNDETECTABLE
1,974,306 - WHY DENY YOUR AGE? DENY THE SIGNS.

State of Delaware
Office of the Secretary of State PAGE 1

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 "MAYBELLINE COSMETICS CORPORATION", CHANGING THE NAME FROM "MAYBELLINE COSMETICS CORPORATION" TO "COSMOR CREATIVE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF FEBRUARY, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THE CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY



Edward J. Freel

Edward J. Freel, Secretary of State

2318269 8100

991046938

AUTHENTICATION:

9561104

DATE:

02-05-99

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 02/05/1999
 991066938 - 2318269

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MAYBELLINE COSMETICS CORPORATION

Maybelline Cosmetics Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of the Corporation, adopted the following resolution by unanimous written consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware:

"RESOLVED, that the Board of Directors hereby declares it advisable and in the best interests of the corporation that Article FIRST of the Certificate of Incorporation be amended to read as follows:


FIRST: The name of this corporation shall be:

COSMAIR CREATIVE, INC."

SECOND. That the said amendment has been consented to and authorized by the sole stockholder of the Corporation by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by John D. Sullivan, Vice President, this 23rd day of January, 1999.


 John D. Sullivan
 Vice President

SECRETARY OF STATE, DEPARTMENT OF REVENUE, 100 N. MARKET STREET, WILMINGTON, DE 19801

TRANSACTION REPORT

MAR-25-99 THU 3:05 PM

FOR:

DATE	START	RECEIVER	TX TIME	PAGES	TYPE	NOTE
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