

State of Delaware
Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"CALLA BEAUTY", A CALIFORNIA CORPORATION,

WITH AND INTO "EVE.COM, INC." UNDER THE NAME OF "EVE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MAY, A.D. 1999, AT 12 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0391854

DATE: 04-19-00

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REEL: 002090 FRAME: 0219

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
Calla Beauty (a California corporation)
INTO
eve.com, Inc. (a Delaware corporation)**

IT IS HEREBY CERTIFIED THAT:

FIRST: Calla Beauty (hereinafter called "Calla Beauty") was incorporated on October 5, 1998 pursuant to the California Corporations Code, the provisions of which permit the merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of a different State.

SECOND: Calla Beauty owns one hundred percent (100%) of the outstanding shares of the common stock, \$.001 par value per share ("Common Stock"), of eve.com, Inc. (hereinafter called "eve.com"), a corporation incorporated on March 25, 1999, pursuant to the General Corporation Law of the State of Delaware, and having no class of stock outstanding other than said Common Stock.

THIRD: Calla Beauty, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent, filed with the minutes of the Board, pursuant to Section 307(b) of the California General Corporation Law on March 25, 1999, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge itself into said eve.com:

WHEREAS, Calla Beauty is the legal and beneficial owner of all of the issued and outstanding shares of Common Stock, \$.001 par value per share ("eve.com Stock"), of eve.com;

WHEREAS, the eve.com Stock is the only issued and outstanding class of capital stock of eve.com;

WHEREAS, Calla Beauty desires to merge itself into eve.com pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code;

NOW, THEREFORE, BE IT RESOLVED that, effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of Delaware (but subject to the approval of the shareholders of Calla Beauty), Calla Beauty shall merge and it hereby does merge itself into eve.com, which will thereby assume all of the liabilities and obligations of Calla Beauty and the separate existence of Calla Beauty shall cease and eve.com shall be the surviving corporation (the "Surviving Corporation");

RESOLVED FURTHER, that the terms and conditions of the merger are as follows: Upon the proposed merger becoming effective, each outstanding share of Calla Beauty's Common Stock, no par value, issued and outstanding immediately prior thereto shall be converted into one (1) fully paid and nonassessable share of eve.com Common Stock, \$.001 par value per share, and each outstanding share of Calla Beauty's Series A Preferred Stock, no par value per share, issued and outstanding immediately prior thereto shall be converted into one (1) fully paid and nonassessable share of eve.com Series A Preferred Stock, \$.001 par value per share, and each outstanding share of Calla Beauty's Series B Preferred Stock, no par value per share, issued and outstanding immediately prior thereto shall be converted into one (1) fully paid and non-assessable share of eve.com Series B Preferred Stock, \$.001 par value per share, and all such eve.com shares shall be issued upon surrender of the certificates for the related converted Calla Beauty shares; and each share of eve.com issued and outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares;

RESOLVED FURTHER, that until successors are duly elected or appointed in accordance with applicable law, the existing directors of eve.com shall be the directors of the Surviving Corporation and the existing officers of eve.com shall be the officers of the Surviving Corporation;

RESOLVED FURTHER, that from and after the date hereof, the Bylaws of eve.com, and Certificate of Incorporation of eve.com, shall be the certificate of incorporation and bylaws of the Surviving Corporation;

RESOLVED FURTHER, that each Co-President of Calla Beauty be and hereby is authorized to make and execute, and the Secretary be and hereby is authorized to make, execute and attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of Calla Beauty into eve.com, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds for the appropriate county and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said merger;

RESOLVED FURTHER, that as soon as practicable after (and in any event within six months thereof) of the merger and after the filing of a certificate of satisfaction of the Franchise Tax Board pursuant to Section 1110(f) of the California Corporations Code, a copy of the Certificate of Ownership and Merger shall be filed with the Secretary of State of California;

RESOLVED FURTHER, that any and all actions whether previously or subsequently taken by the officers and directors of Calla Beauty, which are consistent with and in furtherance of the intent and purposes of the foregoing resolutions and the consummation of the transactions contemplated therein, shall be, and hereby are, in all respects, ratified, approved and confirmed; and

RESOLVED FURTHER, that the officers of Calla Beauty, and each of them, and such persons appointed to act on their behalf pursuant to the foregoing resolutions, are

hereby authorized and directed in the name of Calla Beauty and on its behalf, to execute any additional certificates (including any officers' certificates), agreements, instruments or documents, or any amendments or supplements thereto, or to do or to cause to be done any and all other acts as they shall deem necessary, appropriate or in furtherance of the full effectuation of the purposes of each of the foregoing resolutions and the transactions contemplated therein.

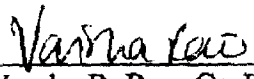
FOURTH: That the merger has been approved by a majority of the outstanding shares of Common Stock of Calla Beauty entitled to vote thereon and also by a majority of the outstanding shares of Preferred Stock of Calla Beauty entitled to vote thereon, each by written consent without a meeting in accordance with Sections 603 and 1110 of the California Corporations Code, and has, to the extent required by California law, been adopted, approved, certified, executed and acknowledged by Calla Beauty in accordance with the laws of California; and that the merger has also been approved by the Board of eve.com and the stockholders of eve.com as required by Section 1110(c) of the California Corporations Code.

[Remainder of This Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is hereby executed on behalf of each of Calla Beauty and eve.com and attested by their respective officers thereunto duly authorized, this 31st day of March, 1999.

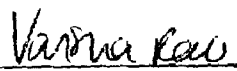
Calla Beauty,
a California corporation

By: 
Mariam B. Naficy, Co-President and Secretary

By: 
Varsha R. Rao, Co-President and Treasurer

eve.com, Inc.,
a Delaware corporation

By: 
Mariam B. Naficy, Co-President and Secretary

By: 
Varsha R. Rao, Co-President and Treasurer

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]

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