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07-27-2000

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CERTIFICATE OF EXPRESS MAILING

09-13-2000



101454879

I hereby certify that this document was deposited with the U.S. Postal Service, Express Mail Post Office to Addressee Service Express Mail No. EL524251571US to: Assistant Commissioner for Trademarks Box Assignment 2900 Crystal Drive Arlington, Virginia 22202-3513 This 27 day of July, 2000.

[Handwritten Signature]

Lisa M. Gigliotti

**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:

Cosmair Creative, Inc.
Delaware Corporation
2. Name and Address of Receiving Party:

L'Oréal USA Creative, Inc.
575 Fifth Avenue
New York, New York 10017
Delaware Corporation
3. Nature of Conveyance: Change of Name
Execution Date: June 21, 2000
4. Trademark Registration Nos. / Application Serial Nos.:
see attached schedule (5 pages)
5. Name and address of party to whom correspondence concerning document should be mailed:

Lisa M. Gigliotti, Esq.
L'Oréal USA Creative, Inc.
575 Fifth Avenue
New York, New York 10017

Total number of registrations/applications involved: 250

Total Fee (37 CFR § 3.41): \$ 6265 Check No. 659753 is attached.
If our check contains an incorrect fee, the Commissioner is authorized to debit or credit PTO Deposit Acct. No. 03-3348.

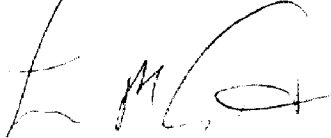
09/11/2000 NTHAI1 00000128 73527102

01 FC:481 40.00 OP
02 FC:482 6225.00 OP

**TRADEMARK
REEL: 002130 FRAME: 0238**

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: 7/27/00

A handwritten signature in black ink, appearing to read 'L M G' with a flourish at the end.

Lisa M. Gigliotti

Total: Nine pages

TRADEMARK	SERIAL NUMBER	REGISTRATION NUMBER
A.A.C.T.	73-527,102	1,388,739
A.W.A.R.E.	74-257,798	1,864,977
ACTIVE EXPRESS	75-289,549	2,265,434
AIR WEAR	75-545,843	
AIRSET	73-025,008	1,046,613
AIRTIGHT	75-562,748	2,352,748
AMINO COLORS	73-032,751	1,006,719
AMINO PON	72-315,183	881,018
AMINO-PON K-11	72-243,822	832,307
AMINO-PON BEAUTY BAR	72-273,577	842,225
ANTI-SNAP	75-573,333	
ATARA	75-057,537	2,027,188
BEYOND WEAR	75-863,248	
BIO-SPRAE	72-243,750	820,058
BLONDE DIMENSIONS	75-108,103	2,137,861
BLONDES EXTREME	75-439,396	2,261,692
BLOOMING COLORS	73-319,581	1,232,447
BLOOMING COLORS	72-389,879	944,850
BODY & BOUNCE	75-165,423	2,147,169
C-RADIANCE	75-889,196	
CAT	75-058,236	2,033,767
CELEBRATE THE GENTLE ART OF BEING A WOMAN	73-206,557	1,154,382
CENTIGRADE	75-166,019	2,091,254
CLEAR SIGNS	75-642,817	
CLIMATRESS	75-501,736	2,240,859
CLIMATRESS	72-350,829	901,282
CLIMATRESS	72-254,848	827,015
CLIMATRESS	72-230,078	817,521
COLOR EXTEND	75-256,583	2,259,813
COLOR FRESH	73-506,243	1,358,763
COLOR FUSION	75-256,582	2,254,107
COLORBOND	74-566,519	1,941,839
COLORIBBONS	73-692,535	1,491,872
COLORS THAT CLING	73-229,812	1,254,038
COMFORTWEAR	75-656,927	
CONTOUR	75-165,422	2,237,965
COOL EFFECT	75-610,917	
CPP CATIPEPTIDE	73-145,917	1,124,216
CREATIF	73-574,810	1,430,784
CREATIVE CURL	73-098,624	1,079,644
CURL & CONDITION	72-292,862	858,448
CURL SOURCE	73-225,204	1,172,776
CUSTOM MATCH	75-729,255	
CZAR	73-517,547	1,354,884
DAY INTO NIGHT	73-277,859	1,239,896
DIAL-A-LASH	74-139,956	1,670,010
DIRECT	75-165,421	2,095,072
DOUBLE BLONDES	75-701,175	
EARN A BETTER LIVING, LIVE A BETTER LIFE	75-133,850	2,063,447
ENCRISOL	73-106,201	1,077,714
ESS TURE	73-098,577	1,062,023
EVEN WEAR	76-018,351	
EXPERT EYES	74-170,161	1,745,014
EXPERT EYES	73-566,946	1,396,368
EXPERT EYES	73-413,273	1,308,540
EXPERT TOUCH	73-479,327	1,332,918
EXPRESS BLUSH	75-754,878	

TRADEMARK	SERIAL NUMBER	REGISTRATION NUMBER
EXPRESS CARE	75-587,205	
EXPRESS FINISH	75-194,032	2,181,312
EXPRESS MAKEUP	75-651,849	2,324,157
EXPRESS MANICURE	75-623,900	
EXPRESS POWDER FOUNDATION	75-821,176	
EXTREME	75-501,263	2,281,133
EXTREME	72-282,249	846,015
EXTREME LENGTHS	76-053,992	
EXTREME OMBRELLE	75-846,561	
EYE EXPRESS	75-312,992	2,235,235
EYE POLISH	75-397,914	
FAT CAT	74-606,104	2,055,887
FILLERAL	72-379,904	919,904
FIRM RESULT	75-723,625	
FRAMEWORK	74-606,108	1,986,308
FRESH COLOR 3	73-202,736	1,161,548
FRESH LASH	73-194,902	1,142,184
FULL AND SOFT	75-744,989	
GET MATTE POWDER FOUNDATION	75-880,674	
GLASS	75-166,016	2,097,572
GLIDELIGHT FORMULA	75-724,276	
GLYPRO+	75-501,735	2,295,471
GLYPRO-L	73-394,243	1,259,756
GLYPROGENIC	73-323,066	1,297,319
GREAT EYES	74-715,298	2,088,141
GREAT FINISH	74-684,394	2,059,858
GREAT LINE	74-707,677	2,059,914
GREAT LIP	75-076,602	2,037,173
GREAT LIPS	73-312,947	1,223,066
GREAT WEAR	75-976,716	2,135,119
GREAT WEAR	75-976,212	2,092,317
GREAT WEAR	75-252,440	2,140,809
GREAT WEAR	75-032,752	2,243,001
GREAT WEAR	75-023,111	2,072,743
GREAT-LASH	72-429,236	963,108
GUTS	75-502,697	2,300,917
HEADSTRONG	75-597,489	2,344,914
HARD TO RESIST	73-438,085	1,290,652
HEAVY CREAM	75-821,175	
HIGH FUSION TECHNOLOGY	75-275,022	2,219,625
HOT SETS	75-166,017	2,097,573
HYDRA TIME	75-539,867	2,306,635
IDEAL FINISH	75-778,427	
ILLEGAL LENGTHS	73-822,416	1,590,438
IN THE LOOP	76-046,081	
INFAMOUS	73-628,792	1,444,754
INFLATE	75-639,171	
INNER SECRET	73-517,548	1,436,129
INTELLIGENT SOLUTIONS	74-076,462	1,783,174
INTERBOND	75-256,581	2,207,597
JELLASHEEN	72-435,572	981,718
KISSING KOOLERS	73-727,188	1,517,735
KISSING SLICKS	73-225,936	1,149,560
KISSING STICK	75-510,293	
LAPINAL	72-292,850	856,706
LASH BY LASH	74-535,586	1,959,352
LASHES BY DESIGN	75-586,464	

TRADEMARK	SERIAL NUMBER	REGISTRATION NUMBER
LIFT & SHINE	75-165,424	2,168,928
LINE REWIND	75-054,590	
LINEWORKS	74-034,482	1,651,880
LIP EXPRESS	75-240,500	2,224,704
LIP INDULGENCE	74-700,029	2,019,963
LIP LACQUER	75-898,902	
LIP MEND	75-101,329	2,146,701
LIP VOLUME	75-661,165	
M METROLINE & DESIGN	76-005,562	
MAKE-UP EXPRESS	74-689,617	1,995,100
MATTE MAKER	75-539,874	
MAYBE SHE'S BORN WITH IT. MAYBE IT'S MAYBELLINE	74-502,818	1,934,766
MAYBE SHE'S BORN WITH IT. MAYBE IT'S MAYBELLINE	74-502,811	1,936,468
MAYBELLINE	74-734,828	2,002,953
MAYBELLINE	73-149,326	1,096,418
MAYBELLINE	73-104,406	1,065,615
MAYBELLINE	72-082,265	702,638
MAYBELLINE	72-082,264	702,694
MAYBELLINE	71-685,914	620,021
MAYBELLINE	71-609,248	554,011
MAYBELLINE	71-609,247	554,266
MAYBELLINE MAGIC	72-069,158	701,108
METROLINE	75-938,409	
MIRA-9	74-334,288	1,778,614
MOISTURE WHIP	73-266,652	1,199,238
MOISTURE WHIP	73-083,961	1,062,571
NATURAL ACCENTS	74-460,216	1,939,001
NATURAL DEFENSE	75-975,045	1,973,510
NO PROBLEM	74-027,103	1,624,367
NON STOP	76-009,838	
NOTORIOUS	73-535,432	1,532,524
OLIANCE	73-519,544	1,357,529
OMBRELLE	74-276,986	2,136,055
ONE 2 ONE	75-054,528	2,093,631
ONE 2 ONE	74-643,278	2,012,747
OUTLINE	75-166,015	2,097,571
OUTSHINE	76-057,096	
P.P.T. S-77	72-243,823	817,132
PERFORMANCE WEAR	75-807,180	
PERM ART	73-712,754	1,509,798
PHINAL PHASE	72-278,171	843,821
PLUMP SPRAY	75-308,750	2,239,614
POLYOXIDE	72-274,694	842,578
PORTRAIT	71-405,782	368,224
POWER BOOKING	75-435,408	
PREART	75-045,700	2,027,008
PURE BLUSH	75-639,975	
QUICK DRY	75-166,018	2,150,265
QUICK TREAT	75-662,308	
QUIET MIND	75-864,533	
QUIET ZONE	75-893,060	
READY TO GO	75-920,820	
REDKEN	73-323,065	1,247,488
REDKEN	73-136,877	1,087,391
REDKEN	72-412,601	971,521
REDKEN 5TH AVENUE NYC	75-861,254	
REDKEN 5TH AVENUE NYC	75-054,529	2,201,717

TRADEMARK	SERIAL NUMBER	REGISTRATION NUMBER
REDKEN 5TH AVENUE NYC M METROCOLOR	76-002,011	
REDKEN DECO COLOR	73-601,948	1,447,037
REDS EXTREME	75-439,385	2,261,691
REWIND	75-573,332	2,350,898
ROTATE	76-074,755	
RK	73-323,068	1,241,756
SALON FINISH	74-525,684	1,993,905
SATIN LASH	75-622,807	
SES	73-393,387	1,289,876
SHADES ABOVE	75-065,339	2,107,831
SHADES OF YOU	74-801,962	1,884,321
SHADES OF YOU	74-392,508	1,889,554
SHADES OF YOU	74-089,151	1,692,323
SHEER ESSENTIALS	73-740,550	1,525,149
SHINE FREE	74-690,393	2,029,669
SKIN RESPONSE	73-781,585	1,600,217
SKIN RESPONSE	76-054,010	
SLIM ELEGANCE	73-748,989	1,546,995
SLIM TINT	73-332,433	1,233,229
SMART CREAM	76-007,163	
SMART SPHERES	75-640,033	
SMOOTH RADIANCE	75-827,571	
SMOOTH RESULT	75-827,572	
SOFTWAX FORMULA	75-861,257	
SOLVE	74-338,175	1,828,005
SOOTHING CONCEALER STICK	76-049,028	
SPEED CONTROL	75-796,886	
SPLIT SECOND	75-565,392	
SPIN CONTROL	76-026,023	
SRT	73-393,386	1,280,396
STREET LAB	76-047,432	
SUN SHAPE	75-803,131	
THE CONDITIONED CURL	76-059,025	
THE REDKEN EXCHANGE	75-036,250	2,124,228
THE WORD ON COLOR	75-833,281	
TO PRESERVE AND PROTECT	75-145,796	2,079,233
TOTAL WEAR	75-680,717	
TOUCH CONTROL	73-517,546	1,372,054
TRACTION	75-701,124	
TREND SETTER	75-729,959	
TREND SETTER	75-250,998	2,289,250
TRICHOGRAM	73-069,995	1,059,062
TRUE CALM	75-942,718	
TRUE ENERGY	76-026,646	
TRUE ILLUSION	75-307,572	2,213,467
TWO TIMER	75-388,152	2,310,335
TWO TIMER	76-059,714	
ULTIMATE WEAR	75-656,926	
ULTIMATE WEAR	75-652,027	
ULTRA BROW	72-191,424	804,390
ULTRA PERFORMANCE	73-644,980	1,456,036
ULTRA SHADOW	72-218,785	808,650
ULTRA-BIG ULTRA-LASH	73-066,922	1,058,844
ULTRA-LASH	72-173,939	770,083
ULTRA-THICK ULTRA-LASH	73-727,186	1,515,095
ULTRIANCE	73-285,943	1,247,483
UNDETECTABLE	76-014,287	

TRADEMARK

SERIAL
NUMBERREGISTRATION
NUMBER

UNDETECTABLE	74-245,996	1,721,318
UNDONE	75-375,549	2,241,302
VECTOR	73-639,296	1,451,678
VNYL MELT	76-017,300	
VOLUM' EXPRESS	75-252,441	2,221,985
WATER WAX	75-313,544	2,237,636
WATERPAINTS	75-366,872	2,237,779
WEAR 'N GO	75-924,097	
WET TO SET IN 1 MINUTE FLAT	75-519,774	2,274,321
WHAT'S HAPPENING ON THE STREET THESE DAYS?	75-546,641	2,288,954
WHAT'S HAPPENING ON THE STREET?	75-545,832	2,249,798
WHY DENY YOUR AGE? DENY THE SIGNS.	74-566,749	1,974,306
WILLPOWER	76-077,765	
WONDER CURL	75-338,789	2,254,302
DESIGN	75-215,693	2,123,700
DESIGN	75-072,632	2,182,689
DESIGN	74-724,311	2,124,704
DESIGN	74-703,459	2,033,034
DESIGN	74-622,718	2,018,266
DESIGN	74-272,365	1,848,912
DESIGN	74-134,130	1,731,982
DESIGN	74-134,129	1,754,426

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 "COSMAIR CREATIVE, INC.", CHANGING ITS NAME FROM "COSMAIR CREATIVE, INC." TO "L'OREAL USA CREATIVE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000.

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



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2318269 8100

001317412

AUTHENTICATION: 0518551

DATE: 06-23-00

TRADEMARK
REEL: 002130 FRAME: 0245

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
COSMAIR CREATIVE, INC.

Cosmair Creative, Inc. (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 the corporation shall be:

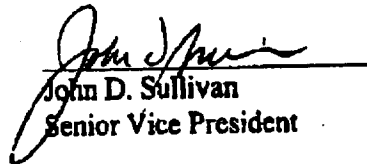
L'Oréal USA Creative, Inc.

SECOND. That the aforesaid 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.

FOURTH. That the effective time of the amendment herein certified shall be 12:00 A.M. on June 26, 2000.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by John D. Sullivan, Vice President, this 21st day of June, 2000.


John D. Sullivan
Senior Vice President