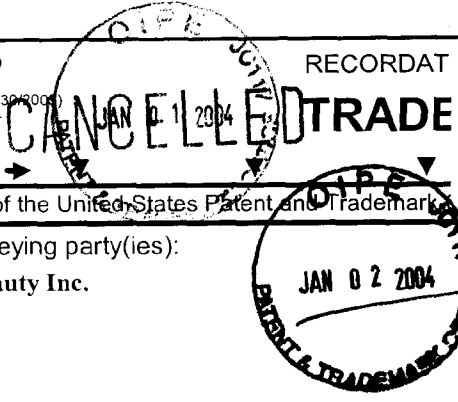


01-07-2004

Docket No.:

1336-49



102639945

Documents or copy thereof.

To the Director of the United States Patent and Trademark Office

1. Name of conveying party(ies):

Profound Beauty Inc.

- Individual(s)
- General Partnership
- Corporation-State **New York**
- Other

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Profound Beauty Inc.**

Internal Address:

Street Address: **32-02 Queens Boulevard**

City: **Long Island City** State: **NY** ZIP: **11101**

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **November 21, 2003**

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

A. Trademark Application No.(s)

See attached

B. Trademark Registration No.(s)

Additional numbers Yes No

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

Name: **A. Thomas Kammer, Esq.**

Internal Address: **Hoffmann & Baron, LLP**

Street Address: **6900 Jericho Turnpike**

City: **Syosset** State: **NY** ZIP: **11791**

6. Total number of applications and registrations involved:.....

14

7. Total fee (37 CFR 3.41):.....\$ **365.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2461

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.

A. Thomas Kammer

Name of Person Signing

Signature

Dec. 31, 2003

Date

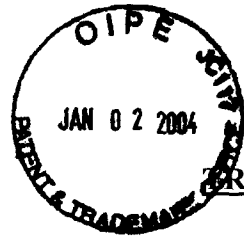
Total number of pages including cover sheet, attachments, and

6

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 002892 FRAME: 0433

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10.00 UP
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01 FC: 4521
02 FC: 4522



TRADEMARK APPLICATION NO.(S)

- 76/494,329
- 76/494,579
- 78/243,883
- 78/244,420
- 78/244,439
- 78/244,449
- 78/244,479
- 78/249,142
- 78/244,445
- 78/256,441
- 78/289,270
- 78/289,295
- 78/321,603
- 78/321,642



State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 10:54 AM 11/21/2003
 FILED 10:54 AM 11/21/2003
 SRV 030750221 - 3729013 FILE

CERTIFICATE OF MERGER

OF

PROFOUND BEAUTY INC.
a New York corporation

INTO

PROFOUND BEAUTY INC.
a Delaware corporation

(Pursuant to Section 252 of the
Delaware General Corporation Law)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Profound Beauty Inc.	New York
Profound Beauty Inc.	Delaware

SECOND: That an agreement and plan of merger (the "Merger Agreement"), whereby Profound Beauty Inc. (New York) is merged into Profound Beauty Inc. (Delaware), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation is Profound Beauty Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Profound Beauty Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the surviving corporation located at 32-02 Queens Blvd., Long Island City, NY 11101.

400756.1


SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of Profound Beauty Inc., a New York corporation, is comprised of Ten Million (10,000,000) shares of Preferred Stock, par value \$1.00 per share and Forty Million (40,000,000) shares of Common Stock, par value \$1.00 per share.

[Signature Page Follows]

Dist IN WITNESS WHEREOF, the undersigned has executed this certificate as of the
_ 4th day of November, 2003.

PROFOUND BEAUTY INC.

By: 
Name: Niles Molyneux
Title: President and Chief Executive Officer

400366-1

Delaware

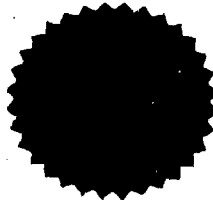
PAGE 1

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 MERGER, WHICH MERGES:

"PROFOUND BEAUTY INC.", A NEW YORK CORPORATION,
WITH AND INTO "PROFOUND BEAUTY INC." UNDER THE NAME OF
"PROFOUND BEAUTY INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2003, AT
10:54 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3723013 8100M

030750221

AUTHENTICATION: 2765260

DATE: 11-21-03