

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hard Candy, LLC		08/31/2005	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	URBAN DECAY COSMETICS, LLC
Street Address:	6100 Hollywood Boulevard
Internal Address:	7th Floor
City:	Hollywood
State/Country:	FLORIDA
Postal Code:	33024
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 46**

Property Type	Number	Word Mark
Serial Number:	76638919	A BLING IS FOREVER BY HARD CANDY
Serial Number:	76600918	BE SWEET. BE SEEN.
Serial Number:	78678575	BLING
Serial Number:	78678585	BLING CANDY
Serial Number:	76638918	BLING CANDY BY HARD CANDY
Serial Number:	76556798	GLOW TO GO
Serial Number:	76539353	HARD CANDY
Serial Number:	78441354	HARD CANDY
Serial Number:	78441211	HARD CANDY
Serial Number:	78441342	HARD CANDY
Serial Number:	78678571	HARD CANDY BLING

CH \$1165.00 76638919

Serial Number:	78566516	HARD CANDY BON BONS
Serial Number:	76578621	HARD CANDY EYE CANDY
Serial Number:	76600917	HARD CANDY IS YUMMY
Serial Number:	76569509	HARD CANDY LIQUID
Serial Number:	78563090	HARD CANDY SWEET CHEEKS
Serial Number:	78488630	HC
Serial Number:	76539350	ICE CANDY
Serial Number:	76638920	LICK BY HARD CANDY
Serial Number:	76603911	LIP SORBET
Serial Number:	76539351	LIQUID CANDY
Serial Number:	78630368	LIQUID LOVE
Serial Number:	76586930	LOVE CHILD
Serial Number:	76539352	PUFF CANDY
Serial Number:	76556797	PUPPY LOVE
Serial Number:	78706134	REVOLVER
Serial Number:	78678552	SUPER SHINE GLOSS
Serial Number:	74726810	
Serial Number:	75715783	HARD CANDY
Serial Number:	76095863	HARD CANDY
Serial Number:	75198374	HARD CANDY
Serial Number:	75715784	HARD CANDY
Serial Number:	75793774	HARD CANDY
Serial Number:	76236831	HARD CANDY
Serial Number:	75757366	HC
Serial Number:	75140606	HC
Serial Number:	76299997	LIQUID HARD CANDY
Serial Number:	76347170	LIQUID HARD CANDY
Serial Number:	75140600	LOVE CHILD
Serial Number:	76200355	
Serial Number:	76279523	PALM PALETTE
Serial Number:	75117721	SKY
Serial Number:	75117716	TRAILER TRASH
Serial Number:	75253088	VICE
Serial Number:	74724256	HARD CANDY
Serial Number:	75757465	HARD CANDY

**TRADEMARK**

**REEL: 003264 FRAME: 0016**

CORRESPONDENCE DATA

Fax Number: (305)579-0717

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 305-579-0500

Email: valcarcelm@gtlaw.com

Correspondent Name: Manuel R. Valcarcel

Address Line 1: Greenberg, Traurig, PA, 1221 Brickell Av

Address Line 2: 22nd Floor

Address Line 4: Miami, FLORIDA 33131

NAME OF SUBMITTER:	Manuel R. Valcarcel
Signature:	/Manuel R. Valcarcel/
Date:	03/09/2006

Total Attachments: 5  
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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "URBAN DECAY COSMETICS LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

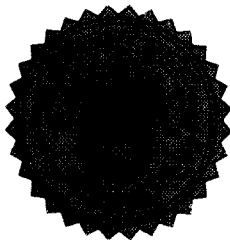
CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 2005, AT 3:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

3174539 8100H

060114856



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4505258

DATE: 02-07-06

TRADEMARK  
REEL: 003264 FRAME: 0018

**CERTIFICATE OF FORMATION**

**OF**

**URBAN DECAY COSMETICS LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

**ARTICLE I.** The name of the limited liability company is **Urban Decay Cosmetics LLC** (the "Company").

**ARTICLE II.** The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Lexis Document Services Inc., 30 Old Rudnick Lane, Suite 100, Dover, Delaware, County of Kent, 19901.

**ARTICLE III.** The debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company; and no member or manager of the Company shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member or acting as a manager of the Company.

Dated as of the 10<sup>th</sup> day of February, 2000.

By: *Dana L. Redburg*  
Dana L. Redburg, an authorized person

Certificate of Amendment to Certificate of Formation

of

**URBAN DECAY COSMETICS LLC**

It is hereby certified that:

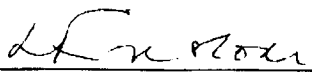
1. The name of the limited liability company (hereinafter called the "limited liability company") is:

**URBAN DECAY COSMETICS LLC**

2. The certificate of formation of the limited liability company is hereby amended by striking out Article Second thereof and by substituting in lieu of said Article the following new Article Second:

"The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808."

Executed on December 7, 2001

  
\_\_\_\_\_  
Authorized Person  
Name: *Louise Firestone*

**CERTIFICATE OF MERGER**  
**OF HARD CANDY L.L.C.**  
**INTO**  
**URBAN DECAY COSMETICS LLC**

\* \* \* \* \*

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act (the "Act"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of the constituent limited liability companies of the merger are as follows:

<b>NAME</b>	<b>STATE OF INCORPORATION</b>
Hard Candy L.L.C.	Delaware
Urban Decay Cosmetics LLC	Delaware

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, and executed by each of the constituent limited liability companies in accordance with the requirements of § 18-209 (c) (2) of the Act.

**THIRD:** That the name of the surviving limited liability company of the merger is Urban Decay Cosmetics LLC, a Delaware limited liability company.

**FOURTH:** That the Certificate of Formation of Urban Decay Cosmetics LLC, a Delaware limited liability company, which will survive the merger, shall be the Certificate of Formation of the surviving limited liability company.

**FIFTH:** That the effective date of the Merger shall be upon the filing of this certificate of Merger with the Secretary of State.

**SIXTH:** That the executed Agreement and Plan of Merger is on file at an office of the surviving limited liability company, the address of which is 6100 Hollywood Blvd. 7th Floor, Hollywood, Florida 33024.

**SEVENTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any constituent limited liability company.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate, and hereby affirm under penalties of perjury that this Certificate is the act and deed of said corporation and that the facts stated herein are true.

**DATED.** August 30, 2005

**URBAN DECAY COSMETICS LLC**

By: /s/ Nicolas Topiol  
Name: Nicolas Topiol  
Title: Vice President and Manager