

08-28-2000



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Page 1 of 2

7.21.00

PATENT RECORDATION COVER SHEET

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

1. *Name of Conveying Party:*

ATHERTON INVESTMENTS, LTD. - Suite 2B
Mansion House
113 Main Street
Gibraltar

RECEIVED
10/21/00
11/12/00

2. *Name and Address of Receiving Party:*

HOLBURN OVERSEAS, INC. - Arias Febrega & Fabrega
Plaza Bancomer
Calle 50
Panama City
Republic of Panama

3. *Nature of Conveyance:*

Assignment

Execution Date: May 1, 2000

4. *Application Number(s) or Patent Number(s):*

United States Patent No.: 5,538,740, issued July 23, 1996.

5. *Name and Address of Party To Whom Correspondence
Concerning Documents Should Be Mailed:*

Margaret B. Kelley
Clifford Chance Rogers & Wells LLP
200 Park Avenue
New York, NY 10166-0153

6. *Total Number of Applications and Patents Involved:*

One

7. *Total Fee (37 CFR 3.41):*

\$40.00

(08/25/2000 MTHA11 00000121 500521 5538740
01 FC:581 40.00 CH)

☐ Check Enclosed.

☒ Authorized to be charged to Deposit Account.

8. *Deposit Account No.:* 50-0521

9. *Statement and Signature:*

To the best of my knowledge and belief, the foregoing information is true and correct and any copy attached is a true copy of the original document.

Name of Person Signing: Margaret B. Kelley, Reg. No. 29,181

Margaret B. Kelley
Signature

July 17, 2000
Date

**Total Number of Pages
Including Cover Sheet,
Attachments and Document: 11**

SECRETARY'S CERTIFICATE

The undersigned LUIS ALBERTO RODRIGUEZ, Secretary of HOLBURN OVERSEAS, INC., a corporation duly organized under the laws of the Republic of Panama by Public Instrument No. 255 of January 14, 2000, executed before Notary Public Number One of the Circuit of Panama, recorded at the Public Registry Office, Mercantile Department, at Microjacket 373281, Document 66024, on January 18, 2000, hereby

CERTIFIES:

1. That attached hereto as Exhibit A is a true and correct copy of Patent Rights Assignment, dated May 1, 2000.

2. That the execution of the Patent Rights Assignment by the corporation was approved pursuant to minutes adopted by its Board of Directors on June 7, 2000.

Done and signed in the city of Panama, Republic of Panama, on June 7, 2000.

HOLBURN OVERSEAS, INC.

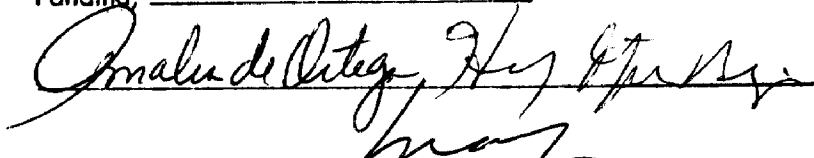

LUIS ALBERTO RODRIGUEZ
Secretary

Manuel Cupas Fernández, Notario Público Primero Del Circuito de Panamá, con Cédula de Identidad personal Nº 8-167-343

CERTIFICA:

Que: La(s) firma(s) que aparece(n) en el presente documento ha(n) sido reconocida(s) por el (los) firmante(s) como suya(s) por consiguiente dicha(s) firma(s) es (son) auténtica(s).

Panamá, JUN 08 2000



Licdo. Manuel Cupas Fernández
Notario Público Primero



PATENT RIGHTS ASSIGNMENT

BE IT KNOWN, for value received, the undersigned **ATHERTON INVESTMENTS, LTD.** hereby unconditionally and irrevocably assigns and transfers unto **HOLBURN OVERSEAS, INC.** al rights, title, and interest in and to the following US patent:

number 5538740

"THERAPEUTIC AND COSMETIC COMPOSITIONS FOR TREATMENT OF SKIN"

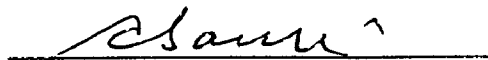
The undersigned fully warrants that it has full rights and authority to enter into this assignment and that the rights and benefits assigned hereunder are free and clear of any lien, encumbrance, adverse claim or interest by any third party.

The assignment shall be binding upon and inure to the benefit of the parties, and their successors and assigns.

Signed this 1st day of May, 2000.



Assignor:
Mr. Jaime Palleja
Atherton investments, Ltd.



Assignee

Holburn Overseas Inc.



-----I, OSCAR ERIC PRESCOTT, of the City and Garrison of Gibraltar, NOTARY PUBLIC by Royal Authority, duly admitted and sworn, practising in the said City, DO HEREBY CERTIFY that I was present on the day of the date hereof at the registered office situate at Suite 2D, Manaton House, 140, Main Street, in this City, of A T H E R T O N

I N V E S T M E N T S L I M I T E D

the Company named and described in the Power of Attorney hereunto annexed and hereinafter referred to as "the said Company", and did see the Common Seal of the said Company affixed thereto in the presence of TRACY JANE DIXON, Director, and GERALDINE FRANCES BUENO, Authorised Signatory of HOMERIC (GT) LIMITED, the Secretary of the said Company, pursuant to a Resolution of the Board of Directors of the said Company and that the Seal thereto affixed is the genuine Common Seal of the said Company.-----

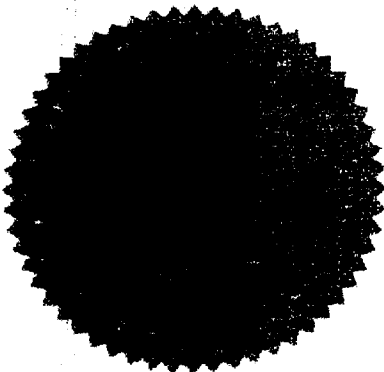
-----AND THAT the signatures "T.Dixon" and "G.Bueno" set and subscribed at the foot of the said annexed Power of Attorney, are of the true and proper handwriting of the said Tracy Jane Dixon and Geraldine Frances Bueno respectively, who are known to me the said Notary, and were so set and subscribed by them this day in my presence.

-----WHEREOF an Act being required I, the said Notary, have granted these presents under my signature and official Seal to serve and avail when and where need may require.---

DONE and PASSED in Gibraltar aforesaid this Thirtieth day of March in the year of Our Lord One thousand nine hundred and ninety three.-----

In Testimonium Veritatis

A handwritten signature, likely of the Notary Public, Oscar Eric Prescott.



OSCAR ERIC PRESCOTT
NOTARY PUBLIC



APOSTILLE

(Convention de La Haye du 5 octobre (1961))

1. Country: GIBRALTAR

This public document

2. has been signed by O. E. PRESCOTT

3. acting in the capacity of NOTARY PUBLIC

4. bears the seal/stamp of THE SAID
NOTARY PUBLIC

Certified

5. at GIBRALTAR 6. the

7. by THE GOVERNOR AND COMMANDER-IN-CHIEF

OF THE CITY OF GIBRALTAR

8. No. 128307

9. Seal/Stamps

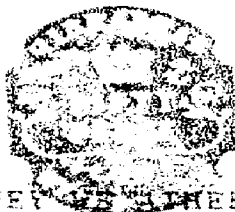
10. Signatures

W.J. Brittenden

W.J. BRITTENDEN

for The Governor and Commander-in-Chief
of the City of Gibraltar





BY THIS POWER OF ATTORNEY WE HERBERTON INVESTMENTS LIMITED a Company incorporated in Gibraltar under the Companies Ordinance with registered office at Suite 2B, Mansion House, 113 Main Street, Gibraltar (hereinafter called "the Company") HEREBY APPOINT JAIÑE PALLEJA MARTINEZ of C/Algete 18, Madrid 28130, Spain, our attorneys and in our name and on our behalf to do execute all or any of the acts and things hereby.

1. We appoint our said Attorneys to be our Attorneys in accordance with Section 9 of the Powers of Attorney Ordinance 1972.
2. Without prejudice to the generality of the above to conduct the general management of the business of the Company (subject to the provisions of the Companies (Taxation and Concessions) Ordinance of Gibraltar and to the Laws of Gibraltar).
3. Without prejudice to the generality of the above to carry on manage conduct and supervise all our business as authorised by our Memorandum and Articles of Association carried on anywhere in the world and for such purpose to use and turn to account all capital credits stock and property employed in the said business.
4. Without prejudice to the generality of the foregoing provisions to do or execute all or any of the acts and things following namely:-
 - (a) To receive accept the transfer of demand sue to enforce payment of and give receipts and discharges for all sums of money securities for money debts legacies stock shares annuities dividends interest and other property now due or belonging or which may hereafter become due or belong to us (whether solely or jointly with any other person persons or corporations).
 - (b) To bring or defend any action or other proceedings in respect of or affecting our property or any part thereof and to enforce by foreclosure sale the appointment of a receiver or receivers and manager or otherwise any mortgage or other security vested in us (whether solely or jointly with any person persons or corporation).
 - (c) To settle compromise or submit to arbitration all accounts claims and disputes between us and any other person persons or corporation.
 - (d) To pay calls upon shares forming or which may hereafter form part of our property and to pay and defray all other expenses in connection with our

property as he shall think fit.

- (e) To vote at any meeting of any company and otherwise act as our proxy in respect of any shares stock debentures debenture stock or other securities or investments for the time being held by us or in our name or hereafter held by us (whether solely or jointly with any person persons or corporation) and for this purpose to execute any proxy on our behalf.
- (f) To perform and carry into effect any agreements made by us with any other person.
- (g) To invest any of our moneys (including redemption moneys) upon such investments at his absolute discretion with power from time to time to vary any investments and pending investments to deposit any of our moneys at any Bank.
- (h) In our name to operate any banking account opened by us to open and operate any fresh banking account to endorse and sign any cheques drafts and dividend or interest warrants and to draw and accept and endorse bills of exchange and any other negotiable instruments whatsoever.
- (i) In our name to borrow any money from any bank or any person persons or corporation and to sign and give any guarantees in our name on behalf of any person persons or corporation for the observance and performance of obligations and contracts including the borrowing of money and overdraft facilities.
- (j) In our name to sign and execute any contracts conveyance assignments transfers leases mortgages charges reconveyances releases deeds and instruments whatsoever.
- (k) In the case of all the above powers to concur with any other person persons or corporation interested therein in executing and doing any of the instruments acts and things hereinbefore mentioned and in respect of any properties real or personal held by us with any person persons or corporation whether as joint tenants co-owners tenants in common landlord and tenant mortgagor and mortgagee trustee and beneficiary or otherwise howsoever to join with such other person persons or corporation as may be necessary in the exercise of all the above powers and similarly where such powers can be more beneficially exercised by joining with other owners or occupiers of adjoining or neighbouring properties or similar securities to join with such other person persons or corporation and in all such cases to apportion any money to be received or expended to give a good discharge for any apportioned part.
- (l) To purchase, take on lease or in exchange hire or acquire, any land, machinery, plant, inventions, rights, easements and licences or any real

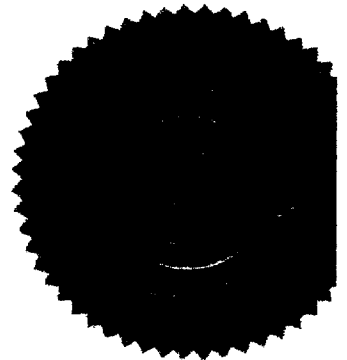
or personal property including any business and rights or privileges for any of the purposes of the Company.

- (m) Generally to take possession of all our property of every kind real and personal and to retain manage same and otherwise to act in relation to our property real and personal and affairs as fully and effectually in all respects as we would act ourselves under the Authority of our Memorandum and Articles of Association AND WE THE COMPANY hereby agree and undertake to ratify and confirm all and whatsoever our said Attornies shall lawfully do or cause to be done or purport to do or cause to be done by virtue of this Deed.

AND WE declare that this Power of Attorney is irrevocable as of the 1st April, 1994.

IN WITNESS whereof we have caused our Common Seal to be hereunto affixed this 30th day of March One thousand nine hundred and ninety three.

THE COMMON SEAL of the)
within-named COMPANY was)
hereunto affixed in the)
presence of:-)



T. Dean

Director

Chen

Secretary
For Sovereign Secretaries Limited

Certificate of the Incorporation of a Company



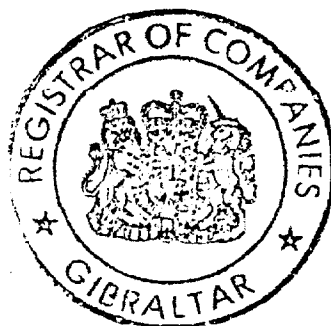
No. of Company: 44713

I HEREBY CERTIFY that

----- *ATHERTON INVESTMENTS LIMITED* -----

*is this day incorporated under the Companies Ordinance
and that the Company is limited.*

*Given under my hand at Gibraltar, this 14th
day of February One thousand nine hundred
and Ninety Two.*




Registrar of Companies.

GC 2257

Minutes of the Meeting of the Board of Directors of

HOLBURN OVERSEAS CORP.

A meeting of the Board of Directors of HOLBURN OVERSEAS CORP., was held at Panama, Republic of Panama, on the 7th day of the month of June, 2000, pursuant to notice.

The following Directors were present constituting the totality of the members of the Board, Messrs.:

ADOLFO SAURI
LUIS ALBERTO RODRIGUEZ
OMAIRA CORDOBA

so that the proper quorum was present.

Mr. ADOLFO SAURI, President of the corporation, acted as Chairman of the meeting and Mr. LUIS ALBERTO RODRIGUEZ, Secretary of the corporation, acted as Secretary of the meeting.

The Chairman stated that it was necessary to consider the acceptance by the Company of a certain patent rights assignment dated 1st May 2000 (the "Assignment") whereby ATHERTON INVESTMENTS, LTD. (the "Assignor"), assigned to the Company of all its right, title and interest in the US Patent number 5538740 "THERAPEUTIC AND COSMETIC COMPOSITIONS FOR TREATMENT OF SKIN".

In this connection it was also appropriate to consider the execution of the Assignment and some ancillary documentation in connection therewith.

The Chairman then tabled a copy of the Assignment for the consideration of the meeting.

Upon motion duly made and seconded, the following resolutions were unanimously approved:

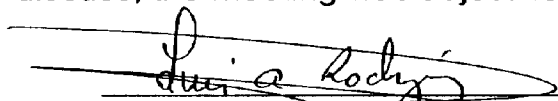
"RESOLVED: that it was in the best interest of the Company to accept the Assignment and accordingly; that any Director of the Company, be and is hereby each singly authorised and instructed to negotiate, enter into, execute and deliver, for and on behalf of the Company, as deeds or as may otherwise be necessary, the Assignment as well as any and all further deeds, instruments, contracts and documents, as said Attorneys in their sole judgment may deem necessary or appropriate in order to consummate the Assignment by the Assignor to the Company;

RESOLVED: that any and all actions heretofore taken by any agent, Director or Officer of the Company in connection with the Assignment be as they are hereby ratified and approved in every respect; and,

RESOLVED: that any Attorney, Director or Officer of the Company acting in connection with these resolutions may so act on the strength of a signed copy of these resolutions without need of power of attorney".

There being no further business to discuss, the meeting was adjourned.


ADOLFO SAURI
Chairman of the meeting


LUIS ALBERTO RODRIGUEZ
Secretary of the meeting