

Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECORDATION FORM COVER SHEET
PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
WNA Avon, Inc.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 16, 2002

2. Name and address of receiving party(ies)
Name: WNA Comet East, Inc.

Internal Address: _____

Street Address: Six Stuart Road

City: Chelmsford State: MA Zip: 01824

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) _____ B. Patent No.(s)
5,516,036
5,480,031

Additional numbers attached? Yes No

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

Internal Address: Suite 4000

Street Address: 10 S. Wacker Drive

City: Chicago State: IL Zip: 60606

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41).....\$ 80.00

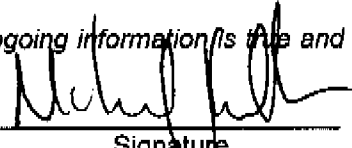
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
011,156

(Attach duplicate copy of this page if paying by deposit account)

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.

Michael G. Kelber  February 25, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

FEDERAL IDENTIFICATION NO. 11-2471249

FEDERAL IDENTIFICATION NO. 04-25443343

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

*Consolidation / *merger of

WNA Avon, Inc.

WNA Comet East, Inc.

the constituent corporations, into

WNA Comet East, Inc.

*a new corporation / *one of the constituent corporations organized under the laws of: Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. ~~(For a consolidation)~~ **(For a merger)**

The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

(For a consolidation)

(a) The purpose of the ~~resulting~~ corporation is to engage in the following business activities:

**Delete the inapplicable words.*

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

Examiner

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R.A.

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(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the ~~resulting~~/surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the ~~resulting~~/ surviving corporation.

(a) The street address of the ~~resulting~~/ surviving corporation in Massachusetts is: (post office boxes are not acceptable)
 Six Stuart Street
 Chelmsford, MA 01824

** If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Michael G. Evans	50 East RiverCenter Blvd., Suite 400 Covington, KY 41011	
Treasurer: Stephen Morehouse	Six Stuart Road Chelmsford, MA 01824	
Clerk: Marcus George	10 South Wacker Drive, Suite 3175 Chicago, IL 60606	
Directors: Marcus George	10 South Wacker Drive, Suite 3175 Chicago, IL 60606	

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of: March

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is: CT Corporation System, 101 Federal Street, Boston, MA 02110

~~Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.~~

~~5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations heretofore incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.~~

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of WNA Comet East, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

[Signature] , *President / *Vice President
[Signature] , *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Vice President and †† Secretary of WNA Avon, Inc. a corporation organized under the laws of New York, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of New York

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† [Signature]
†† [Signature]

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~*CONSOLIDATION*~~ *MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and, the filing fee in the amount of \$ _____, having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20 _____.

Effective date _____

WILLIAM FRANCIS GALVIN*Secretary of the Commonwealth***TO BE FILLED IN BY CORPORATION**

Photocopy of document to be sent to:

Stephen R. Otis, c/o Altheimer & Gray10 South Wacker Drive, Suite 4000Chicago, Illinois 60606Telephone: (312) 715-4039