

Form PTO 194
(Rev. 6-95)

RECORDABLE
TRADE

07-14-1998

DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0001-0011 (exp. 4/94)
The Honorable Commissioner of Patents and Trademarks



Documents or copy thereof

1. Name of conveying party(ies):
DOLLY PARTON INC.

100763978
2. Name and address of receiving party(ies):

Name: **Revlon Consumer Products Corporation**
Internal Address:
Street Address: **625 Madison Avenue**
City: **New York** State: **New York** Zip: **10022**

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

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

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: **December 22, 1997**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75-389295

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: **Alexandra Thiery**
Internal Address: **Revlon Law Department**
Street Address: **625 Madison Avenue**
City: **New York** State: **New York** Zip: **10022**

6. Total number of application and registrations involved

1

7. Total fee (37 CFR 3.41):\$**40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1075

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

07/13/1998 DC0ATES 00000225 181075 75389295
01 FC:481 40.00 CH

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.

Alexandra Thiery

Name of Person Signing

Alexandra Thiery
Signature

Date: **June 26, 1998**

Total number of pages including cover sheet, attachments, and document: **8**

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

TRADEMARK
REEL: 1752 FRAME: 0808

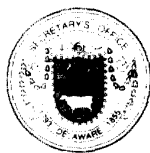
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DOLLY PARTON INC.", A DELAWARE CORPORATION,

"FASHION & DESIGNER FRAGRANCE GROUP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "REVLON CONSUMER PRODUCTS CORPORATION" UNDER THE NAME OF "REVLON CONSUMER PRODUCTS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2295691 8100M

971444343

AUTHENTICATION: 8833783

DATE: 12-23-97

TRADEMARK

REEL: 1752 FRAME: 0809

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DOLLY PARTON INC.
FASHION & DESIGNER FRAGRANCE GROUP, INC.

INTO

REVLON CONSUMER PRODUCTS CORPORATION

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

Revlon Consumer Products Corporation, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware ("GCL").

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Dolly Parton Inc. ("Dolly Parton") and Fashion & Designer Fragrance Group, Inc. ("Fashion & Designer Fragrance"), each a Delaware corporation.

THIRD: That the name of the corporation surviving the merger is Revlon Consumer Products Corporation.

FOURTH: That the Corporation, by the following resolution of its Executive Committee of its Board of Directors, duly adopted by written consent in lieu of a meeting on December 15, 1997, determined to merge with and into itself Dolly Parton and Fashion & Designer Fragrance on the conditions set forth in such resolutions:

"WHEREAS, the Corporation lawfully owns all of the outstanding shares of each class of the capital stock of Dolly Parton Inc. and Fashion & Designer Fragrance Group, Inc. (collectively, the "Subsidiaries") and desires to merge said Subsidiaries into itself;

"RESOLVED, that each of the Subsidiaries merge with and into the Corporation and the Corporation assume and does hereby assume all of their respective obligations in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "Subsidiary Merger"), that the Corporation be the surviving corporation in the Subsidiary Merger and its name be not changed, and that the proper officers of the Corporation be, and they hereby are, authorized and directed for and on behalf of the Corporation to take any and all action and to execute and deliver any and all documents as such officers may determine to be necessary or appropriate to effectuate the foregoing and carry out the purposes thereof, including but not limited to the execution, acknowledgment and filing of a Certificate of Ownership and Merger with respect to the Subsidiary Merger in accordance with such Section 253, the taking of any such action and the execution of any such agreement or document conclusively to evidence the due authorization thereof by the Board of Directors; provided, however, that at any time prior to the filing of said Certificate of Ownership and Merger the Subsidiary Merger may be terminated or this resolution may be amended in accordance with Section 251(d) of the General Corporation Law of the State of Delaware; and

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be December 31, 1997, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its officers thereunto duly authorized this 22nd day of December, 1997.

REVLON CONSUMER PRODUCTS
CORPORATION

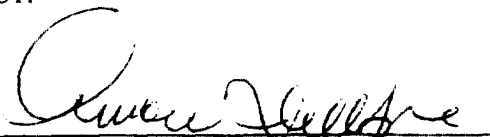
By: _____



Robert K. Kretzman
Vice President, Deputy General Counsel
and Secretary

ATTEST:

By: _____



Annamarie DellaFave
Assistant Secretary