

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Coty Cosmetics Inc		06/30/2004	COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Coty US LLC
Street Address:	2 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0855227	TOPLESS

CORRESPONDENCE DATA

Fax Number: (212)479-4512
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: robert_cravens@cotyinc.com
 Correspondent Name: Coty US LLC
 Address Line 1: 2 Park Avenue
 Address Line 2: 17th floor
 Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	TOPLESS
NAME OF SUBMITTER:	Robert A. Cravens
Signature:	/ROBERT A. CRAVENS/

CH \$40.00 0855227

Date:

02/01/2008

Total Attachments: 5

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

July 01, 2004



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed name of the Secretary of State.

Secretary of State

DOS-200 (Rev. 03/02)

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CT-07

CERTIFICATE OF MERGER
OF
COTY COSMETICS INC.
INTO
COTY US LLC

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

FIRST: The name and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is as follows:

Coty Cosmetics Inc.--New York
Coty US LLC--Delaware

SECOND: As to each constituent domestic business corporation, the date that the initial certificate of incorporation was filed with the New York Department of State is as follows:

Coty Cosmetics Inc.—August 31, 1998

THIRD: As to each constituent foreign limited liability company, the jurisdiction and date that the original certificate of formation were filed and the date when its application for authority was filed by the New York Department of State is as follows:

Coty US LLC
Certificate of Formation filed March 8, 2000
Application for authority to do business filed July 14, 2000

FOURTH: The name of the surviving foreign limited liability company is Coty US LLC.

FIFTH: The surviving foreign limited liability company may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic business corporation previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Business Corporation Law of the right of shareholders of any domestic business corporation to receive payment for their interests against the surviving foreign limited liability company/business entity.

SIXTH: The surviving foreign limited liability company hereby agrees that, subject to Section 1005 of the Limited Liability Company Law and/or Section 623 of the Business Corporation Law, that the surviving foreign limited liability company will promptly pay to the shareholders of each constituent domestic business corporation the amount, if any, to which they shall be entitled under the provisions of the Business

Corporation Law relating to the rights of shareholders to receive payment of their interests.

SEVENTH: The Secretary of State of the State of New York is designated as agent of the surviving foreign limited liability company upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process served upon him or her is 1325 Avenue of the Americas, New York, NY 10019, attn: General Counsel, Coty Inc.

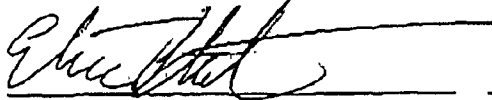
EIGHTH: The merger is permitted by the laws of the jurisdiction of each constituent foreign limited liability company and is in compliance therewith. Each constituent foreign limited liability company has complied as follows: Coty US LLC has complied with the applicable provisions of the laws of the State of Delaware under which it is organized, and this merger is permitted by such laws.

NINTH: The agreement of merger is on file at the place of business of the surviving foreign limited liability company. The address of such foreign limited liability company is 1325 Avenue of the Americas, New York, NY 10019.

TENTH: A copy of the agreement of merger will be furnished by the surviving) foreign limited liability company on request and without cost to any member of any domestic business entity or to any person holding interest in any other business entity that is to merge.



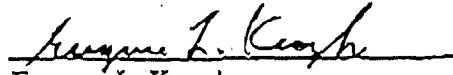
IN WITNESS WHEREOF, this certificate has been subscribed this 30th day of June, 2004, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



Eric Breirman

Authorized PERSON

US LLC



Eugene L. Keogh

Authorized PERSON

Cosmetics Inc.

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CT-07

CERTIFICATE OF MERGER

OF

**COTY COSMETICS INC.
INTO
COTY US LLC**

UNDER SECTION **1003** OF THE
LIMITED LIABILITY COMPANY LAW

^{J.C.}
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 01 2004

TAXS _____

BY: JW

RECEIVED

2004 JUL -1 PM 12: 03

FILED

2004 JUL -1 PM 12: 02

DRAWDOWN

Coty Inc.
Legal Department
1325 Avenue of the Americas
New York, NY 10019

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