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U.S. Department of Commerce
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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year
01 01 2001

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **Soft Sheen Products, Inc.**

12 20 2000

Formerly _____

7518978

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **Carson Products Company**

DBA/AKA/TA **Carson/Soft Sheen, Inc.**

Composed of _____

Address (line 1) **575 Fifth Avenue**

Address (line 2) _____

Address (line 3) **New York**

City

NY

State/Country

10017

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization **Delaware**

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Address (line 1)

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Kristina Rosette

Name of Person Signing

Kristina Rosette

Signature

1/22/01

Date Signed

CERTIFICATE OF MERGER
OF
SOFT SHEEN PRODUCTS, INC.
AND
CARSON PRODUCTS COMPANY

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Soft Sheen Products, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Carson Products Company, which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Carson Products Company, which will continue its existence as said surviving corporation under the name Carson/Soft Sheen, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation except that Article FIRST, relating to the name of the corporation is hereby amended and changed so as to read as follow at the effective time of the merger:

"FIRST: The name of the corporation (hereinafter called the "corporation") shall be Carson/Soft Sheen, Inc."

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

Carson/Soft Sheen, Inc.
575 Fifth Avenue
New York, NY 10017

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid


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surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on January 1, 2001.

Dated: December 20, 2000

Soft Sheen Products, Inc.

By: 
Name: John D. Sullivan
Title: Senior Vice President

Dated: December 20, 2000

Carson Products Company

By: 
Name: Roger Bolden
Title: Executive Vice President

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