

06-13-2001



FORM PTO-1594

(Rev. 03/01)

101748438

IT

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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

1. Name of conveying Party(ies):

Soft Sheen Products, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation- State - Delaware
- Other _____

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

3. Nature of conveyance:

6-5-01

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

Execution Date: 12202000

2. Name and Address of receiving Party(ies):

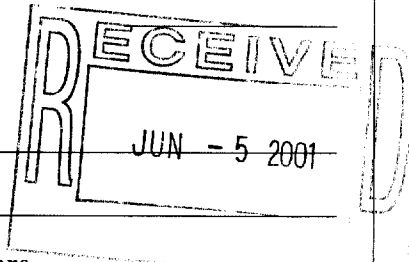
Name: Carson Products Company dba Carson/Soft Sheen, Inc.

Internal Address: _____

Street Address: 575 Fifth Avenue

City: NY State NY Zip Code 10017

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



If assignee is not domiciled in the United States, a domestic representative designation is attached:

(Designations must be a separate document from Assignment) Yes No

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1376790; 1277666; 1829145; 0970940; 0974463; 0988557; 1674733; 0572712; 1043225; 0968329; 0953827; 0681947; 2236968; 2232500; 1190376; 1191484

Additional sheet attached? Yes No

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

**Bingham B. Leverich, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004**

Attorney Docket No. 027091.00101

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41).....\$ 415

- Enclosed
- Authorized to be charged to deposit account

415

8. Deposit Account No.: 033412

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.

Kristina Rosette

Kristina Rosette

5/30/01

Name of Person Signing

Signature

Date

06/12/2001 TDIAZ1 00000093 033412 1376790

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

3

01 FC:481 40.00 CH
02 FC:482 375.00 CH

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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