

MRD 12-13-04

12-15-2004



Form PTO-1594

RECORD

U.S. DEPARTMENT OF COMMERCE

(Rev. 10/02)

U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

TRADEMARK 102902435

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

1. Name of conveying party(ies):
Art & Science Holding Company, LLC

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - state _____
 Other Limited Liability Corporation - Illinois

Additional names and addresses attached? Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: June 30, 2004

2. Name and address of receiving party(ies):
Art & Science, Ltd.
 1971 Halstead Street
 Chicago, IL 60614

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - state Illinois
 Other _____

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 names and addresses attached? Yes No

OFFICE OF PAPER RECORDS
 2004 DEC 13 AM 9:16
 FINANCE SECTION

4. Application number(s) or registration number (s):
 A. Trademark Application No. (s) 76/308690 and 76/406204 for the mark ART & SCIENCE

Additional number(s) attached: Yes No

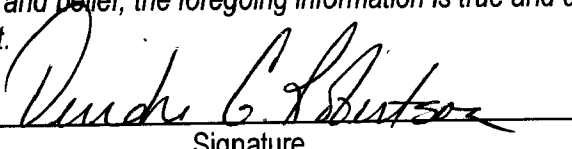
B. Trademark Registration No. (s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Deirdre G. Robertson, Esq.
 Associate Counsel
 Colomer U.S.A., Inc.
 P.O. Box 37557
 Jacksonville, FL 32236

6. Total Number of applications and registrations involved:..... Two (2)
 7. Total fee (37 CFR 3.41)\$ 65.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
50-2269
 (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.

Deirdre G. Robertson, Esq. 
Name of Person Signing Signature

December 9, 2004
Date

Total number of pages including cover sheet, attachments, and documents. Nine (9)

Mail documents to be recorded with required cover sheet information to:

12/14/2004 GT0N11 00000217 502269 76308690 MAIL STOP ASSIGNMENT RECORDATION SERVICES,
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

01 FC:8521 40.00 DA
02 FC:8522 25.00 DA

TRADEMARK
REEL: 003091 FRAME: 0950

ARTICLES OF MERGER,
BETWEEN ILLINOIS CORPORATIONS
AND LIMITED LIABILITY COMPANIES

Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

RECEIVED

AUG 30 2004

Remit payment in the form of a
check or money order payable
to the Secretary of State.

FILED

JUL 01 2004

JESSE WHITE
SECRETARY OF STATE

The filing fee is \$100, but if merger
involves more than 2 corporations,
\$50 for each additional corporation.

File # 00007195

Filing Fee: \$ 250.00

Approved: lt

Submit in duplicate

Type or Print clearly in black ink

Do not write above this line



CP0872187

1. Names of the corporations and limited liability companies proposing to merge and the state or country of incorporation:

Name of Corporation Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>Art & Science Halsted, LLC</u>	<u>Illinois</u>	<u>00399345</u>
<u>Art & Science Bucktown, LLC</u>	<u>Illinois</u>	<u>00544671</u>
<u>Art & Science Management Company, LLC</u>	<u>Illinois</u>	<u>00712698</u>
<u>Art & Science Holding Company, LLC</u>	<u>Illinois</u>	<u>00399337</u>
<u>Art & Science, Ltd.</u> S	<u>Illinois</u>	<u>60007195</u>

2. The laws of the state or country under which each corporation and Limited Liability Company are organized, permit such merger.

3. (a) Name of the surviving party: Art & Science, Ltd.
(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of merger is as follows:
See Attached Exhibit A

PAID
JUL 07 2004
EXPEDITED
SECRETARY OF STATE

5. Plan of merger was approved, as to each limited liability company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Art & Science, Ltd.

6. (Not applicable if survivor is an Illinois corporation or an Illinois Limited Liability Company)


It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Illinois:

- a. The surviving limited liability company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving limited liability company.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving limited liability company to accept service of process in any such proceedings, and
- c. The surviving limited liability company will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7.(a.) The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated June 30, 2004
(Month & Day) (Year)

Art & Science, Ltd.
(Exact Name of Corporation)


(Any authorized officer's signature)
Carol Mirando, Vice-President, Senior
Corporate Counsel & Secretary
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

(Exact Name of Corporation)


(Any authorized officer's signature)

(Type or Print Name and Title)

7.(b.) The undersigned limited liability companies have caused these articles to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated April 26, 2004
(Month & Day) (Year)


Art & Science Halsted, LLC
(Exact Name of Limited Liability Company)

by 
(Signature)

Laurence Hegarty, member Art & Science
Holding Company, LLC, member
(Type or Print Name and Title)

Dated April 26, 2004
(Month & Day) (Year)

Art & Science Bucktown, LLC
(Exact Name of Limited Liability Company)

by 
(Signature)

Laurence Hegarty, member Art & Science
Holding Company, LLC, member
(Type or Print Name and Title)

7.(a.) The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated _____ (Month & Day) _____ (Year) _____ (Exact Name of Corporation)

(Any authorized officer's signature)

(Type or Print Name and Title)

Dated _____ (Month & Day) _____ (Year) _____ (Exact Name of Corporation)

(Any authorized officer's signature)

(Type or Print Name and Title)

7.(b.) The undersigned limited liability companies have caused these articles to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated April 26 2004
(Month & Day) (Year)

Art & Science Management Company, LLC
(Exact Name of Limited Liability Company)

by _____
(Signature)

Laurence Hegarty, member
(Type or Print Name and Title)

Dated April 26 2004
(Month & Day) (Year)

Art & Science Holding Company, LLC
(Exact Name of Limited Liability Company)

by _____
(Signature)

Laurence Hegarty, member
(Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER

OF

ART & SCIENCE, LTD.

(an Illinois corporation)

ART & SCIENCE HALSTED, LLC
ART & SCIENCE BUCKTOWN, LLC
ART & SCIENCE MANAGEMENT COMPANY, LLC
ART & SCIENCE HOLDING COMPANY, LLC

(each an Illinois limited liability company)

AGREEMENT AND PLAN OF MERGER ("Agreement and Plan of Merger") approved on June 30, 2004 by Art & Science, Ltd., an Illinois corporation, ("Limited") by resolution adopted by its directors and sole shareholder on said date, and approved on April 26, 2004 by Art & Science Halsted, LLC, Art & Science Bucktown, LLC, Art & Science Management Company, LLC and Art & Science Holding Company, LLC, each an Illinois limited liability company, (individually, an "LLC" and, collectively, the "LLCs") by resolution adopted by their respective sole member on said date.

WHEREAS Limited is a business corporation of the State of Illinois with its registered office therein located at Corporation Service Company, 801 Adlai Stevenson Drive, Springfield, IL 62703;

WHEREAS the total number of shares of stock which Limited has authority to issue is 10,000, said classification, authorization and par value are set forth as follows:

<u>CLASS</u>	<u>NUMBER AUTHORIZED</u>	<u>PAR VALUE</u>
Common	10,000	No Par

WHEREAS, each LLC is a limited liability company of the State of Illinois, each with its registered office therein located at 200 South Michigan Avenue, Suite 1100, Chicago, Illinois 60604, County of Cook; and

WHEREAS, Limited and its Board of Directors declare it advisable and in the best interests of said corporation and its shareholder and each LLC and its respective sole member declare it advisable and in the best interests of each LLC and its sole member to merge each of the LLCs with and into Limited pursuant to the provisions of the Illinois Business Corporation Act, as amended

and the Limited Liability Company Act of the State of Illinois, as amended upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the directors and sole shareholder of Limited and duly approved by a resolution adopted by the sole member of each LLC, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. Each LLC shall, pursuant to the provisions of the Limited Liability Company Act of the State of Illinois, be merged with and into a single corporation, to wit, Limited, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Illinois Business Corporation Act, as amended.

The separate existence of each LLC, which hereinafter sometimes are referred to as the "Terminating Limited Liability Companies", shall cease at the said effective time of the merger in accordance with the provisions of said Limited Liability Company Act of the State of Illinois, as amended.

2. The Articles of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Articles of Incorporation of said Surviving Corporation.

3. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Illinois Business Corporation Act, as amended.

4. The directors and officers in office of the Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. All issued membership interests of each of the Terminating Limited Liability Companies shall, at the effective time of the merger (i) be converted into \$1 of cash per one percent membership interest in each of the Terminating Limited Liability Companies and (ii) be cancelled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said issued share as of the effective time of the merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully adopted on behalf of each of the Terminating Limited Liability Companies and of the Surviving Corporation in accordance with the provisions of the Illinois Business Corporation Act, as amended and the Limited Liability Company Act of the State of Illinois, as amended, Limited and each LLC agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Illinois, and that they will cause to be performed all necessary acts within the State of Illinois and elsewhere, to effectuate the merger herein provided for.


7. The sole member of each of the Terminating Limited Liability Companies and the president and secretary of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

8. The effective date of the merger shall be July 1, 2004.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed upon behalf of each of the constituent parties thereto.

Dated this 30th day of June, 2004

ART & SCIENCE, LTD.

By: 
Name: Carol Miranda
Its: Vice-President, Senior Corporate
Counsel and Secretary


ART & SCIENCE HALSTED, LLC,

**ART & SCIENCE MANAGEMENT
COMPANY, LLC and**

ART & SCIENCE BUCKTOWN, LLC

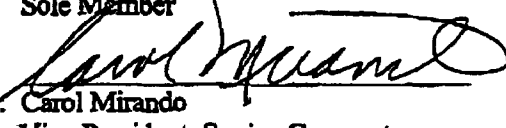
ART & SCIENCE HOLDING COMPANY, LLC

By: Roux Laboratories, Inc.
Its: Sole Member

By: 
Name: Carol Miranda
Its: Vice-President, Senior Corporate
Counsel and Secretary

By: Art & Science Holding Company, LLC
Its: Sole Member

By: Roux Laboratories, Inc.
Its: Sole Member

By: 
Name: Carol Miranda
Its: Vice-President, Senior Corporate
Counsel and Secretary