

RECC
TR

05-01-2006

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To the Honorable Commissioner of Patents



original documents or copy thereof.

1. Name of conveying party(ies):

PLAYTEX BEAUTY CARE, INC.

1/20/06

103228592

Name of receiving party(ies):

Name: ALLEGHANY PHARMACAL CORP.

Internal Address:

Street Address: 277 NORTHERN BOULEVARD

City: GREAT NECK State: NY ZIP: 11021

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

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State NEW YORK
- 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 name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: SEPTEMBER 24, 2004

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,229,133 - GELAVE

Additional numbers attached? Yes No

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

Name: JEROLD W. DORFMAN

Internal Address:

Street Address: 81 Main Street

Suite 505

City: White Plains State: NY ZIP: 10601

6. Total number of applications and registrations involved: six

6

7. Total fee (37 CFR 3.41): \$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

JEROLD W. DORFMAN
Name of Person Signing

Jerold Dorfman
Signature

11/17/06
Date

Total number of pages comprising cover sheet:

11

**RECORDATION FORM COVER SHEET
PAGE 2 MERGER**

**PLAYTEX BEAUTY CARE, INC. – conveying party
ALLEGHANY PHARMACAL CORP. – receiving party**

JHIRMACK	-	1,253,486
JHIRMACK	-	1,619,343
JHIRMACK in Script	-	1,617,283
NUTRI-BODY	-	1,266,784
NUTRI-BODY	-	1,618,341

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:33 PM 11/18/2004
FILED 12:33 PM 11/18/2004
SRV 040833157 - 2107505 FILE

AGREEMENT OF MERGER

OF

PLAYTEX BEAUTY CARE, INC.
(a Delaware corporation)

AND

ALLEGHANY PHARMACAL CORP.
(a New York corporation)

AGREEMENT OF MERGER entered into on September 29, 2004 by Playtex Beauty Care, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date, and entered into on September 29, 2004 by Alleghany Pharmacal Corp., a business corporation of the State of New York, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Playtex Beauty Care, Inc., a wholly owned subsidiary of Alleghany Pharmacal Corp. is a business corporation of the State of Delaware with its registered office therein located at c/o The Corporation Trust Company, 1209 Orange Street, city of Wilmington, Delaware, county of Newcastle; and

WHEREAS, the total number of shares of stock which Playtex Beauty Care Inc. has authority to issue is 1000, all of which are of one class and of par value of \$0.01 each; and

WHEREAS, ALLEGHANY PHARMACAL CORP. the owner of all of the issued on to trading shares of stock of Playtex Beauty Care, Inc. is a business corporation of the State of New York with its principal office therein located at, 277 Northern Boulevard, City of Great Neck, New York, 11021, County of Nassau; and

WHEREAS, the total number of authorized shares of stock Alleghany Pharmacal Corp. has authority to issue is 1,000,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, the Delaware General Corporation Law permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the New York Business Corporation Law permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of New York; and

WHEREAS, Playtex Beauty Care, Inc. and Alleghany Pharmacal Corp and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholders to merge PLAYTEX BEAUTY CARE, INC. with and into ALLEGHANY PHARMACAL CORP. pursuant to the provision of the Delaware General Corporation Law and pursuant to the provisions of the New York Business Corporation Law and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by PLAYTEX BEAUTY CARE, INC. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by ALLEGHANY PHARMACAL CORP. and approved by a resolution adopted by its Board of Directors, the Agreement 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 set forth.

1. PLAYTEX BEAUTY CARE, INC. and ALLEGHANY PHARMACAL CORP. shall, pursuant to the provisions of the Delaware General Corporation Law and to the provisions of the New York Business Corporation Law, be merged with and into a single corporation, to wit, ALLEGHANY PHARMACAL CORP., 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 ALLEGHANY PHARMACAL CORP. pursuant to the provisions of the New York Business Corporation Law. The separate existence of PLAYTEX BEAUTY CARE, INC. which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Delaware General Corporation Law.

2. The Certificate of Incorporation of Alleghany Pharmacal Corp. shall be the Certificate of Incorporation of the 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 NEW YORK BUSINESS CORPORATION LAW.

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. Each issued share of the terminating corporation, all of which are owned by the surviving corporation, shall from and after the effective time of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding at the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provision of Section 262 of the Delaware General Corporation Law; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Alleghany Pharmacal Corp.
277 Northern Boulevard
Great Neck, New York, 11021

7. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf to the terminating corporation in accordance with the provisions of the Delaware General Corporation Law and upon behalf of the surviving corporation in accordance with the provisions of the NY BCL, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of New York, and that they will cause to be performed all necessary acts within the State of Delaware and the State of New York, and that they will cause to be performed all necessary acts within the State of Delaware and the State of New York and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and thing, 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 of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed on this 29 day of September, 2004

Playtex Beauty Care, Inc.
[a Delaware corporation]

By: *David Keller*
Title of Authorized Officer

Ann Herman

ANN HERMAN
NOTARY PUBLIC, State of New York
No. 5004782
Qualified in Nassau County
Commission Expires Nov. 23, 2006

Alleghany Pharmacal Corp.
[a New York corporation]

By: *David Keller*
Title of Authorized Officer

Ann Herman

ANN HERMAN
NOTARY PUBLIC, State of New York
No. 5004782
Qualified in Nassau County
Commission Expires Nov. 23, 2006

FILING RECEIPT

ENTITY NAME: ALLEGHANY PHARMACAL CORPORATION

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD.

SERVICE CODE: 30

CONSTITUENT NAME: PLAYTEX BEAUTY CARE, INC.

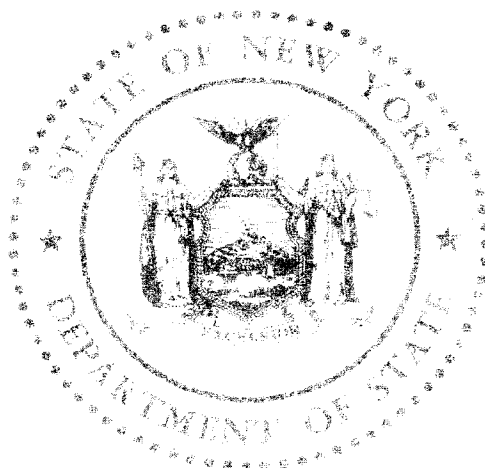
FILED:11/18/2004 DURATION:***** CASH#:041118000258 FILM #:041118000253

ADDRESS FOR PROCESS

EFFECT DATE

11/18/2004

REGISTERED AGENT



FILER	FEES		PAYMENTS	
-----	-----	95.00	-----	95.00
JEROLD W. DORFMAN	FILING	60.00	CASH	0.00
81 MAIN STREET STE 502	TAX	0.00	CHECK	0.00
WHITE PLAINS, NY 10601	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	95.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00

DOS-1025 (11/89)

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 **November 29, 2004**



Secretary of State

DOS-200 (Rev. 03/02)

DRAWDOWN
ACCT# 30

CERTIFICATE OF MERGER

OF

F041118000253

PLAYTEX BEAUTY CARE, INC.

And

ALLEGHANY PHARMACAL CORPORATION

(Pursuant to Section 904 of the Business Corporation Law)

It is hereby certified, upon behalf of each of the constituent corporations herein names, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is

ALLEGHANY PHARMACAL CORPORATION

and the name under which it was formed is

GENERAL VITAMIN CORPORATION

The date upon which its certificate of incorporation was filed by the Department of State is August 27, 1971.

THIRD: The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is

PLAYTEX BEAUTY CARE, INC.

and the name under which it was formed is PLAYTEX ACQUISITION 3 CORP.

The jurisdiction of its incorporation is Delaware; and the date of its incorporation therein is November 14, 1986.

No application for Authority in the State of New York of the merged constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

ALLEGHANY PHARMACAL CORPORATION
 [Name of Surviving Domestic Corporation]

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
<u>common</u>	<u>1,000,000</u>	<u>common</u>	<u>none</u>
Common	Playtex Beauty Care, Inc. 1,000	Common	none

FIFTH: The merger herein certified was authorized in respect of the surviving constituent corporation

By the vote of the holders of at least two-thirds of all outstanding shares of the corporation entitled to vote on the plan of merger

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation in accordance with the laws of its jurisdiction of incorporation and is in compliance with said laws.

IN WITNESS WHEREOF, have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed on this 29 day of September, 2004

Ann Herman
 ANN HERMAN
 NOTARY PUBLIC, State of New York
 No. 5004782
 Qualified in Nassau County
 Commission Expires Nov. 23, 2006

Ann Herman
 ANN HERMAN
 NOTARY PUBLIC, State of New York
 No. 5004782
 Qualified in Nassau County
 Commission Expires Nov. 23, 2006

Playtex Beauty Care, Inc.
 [a Delaware corporation]
 By: *David Geller*
 Title of Authorized Officer
 David Geller, President

Alleghany Pharmacal Corporation
 [a New York corporation]
 By: *David Geller*
 Title of Authorized Officer
 David Geller, President

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CERTIFICATE OF MERGER

f 041-18000253

OF

PLAYTEX BEAUTY CARE, INC.

And

F 041118000253

ALLEGHANY PHARMACAL CORPORATION

Into

ALLEGHANY PHARMACAL CORPORATION

(Pursuant to Section 904 of the Business Corporation Law)

Filer:

Name: Jerold W. Dorfman
Address: 81 Main Street, Suite 502
White Plains, NY 10601
914-997-6969

RECEIVED

2004 NOV 17 PM 2:12

DRAWDOWN
DELANEY - 20

100
STATE OF NEW YORK
DEPARTMENT OF STATE

NOV 18 2004

FILED
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DE

[Signature]
Newly

[Handwritten initials]

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FILED

TRADEMARK

REEL: 003337 FRAME: 0485

Delaware

PAGE 1

The First State

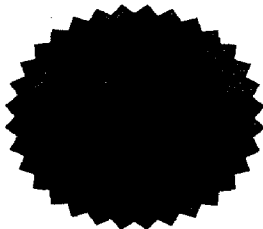
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PLAYTEX BEAUTY CARE, INC.", A DELAWARE CORPORATION, WITH AND INTO "ALLEGHANY PHARMACAL CORP." UNDER THE NAME OF "ALLEGHANY PHARMACAL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2004, AT 12:33 O'CLOCK P.M.

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

3883596 8100M

040833157



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3486764

DATE: 11-18-04

RECORDED: 01/20/2006

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