

# State of Delaware

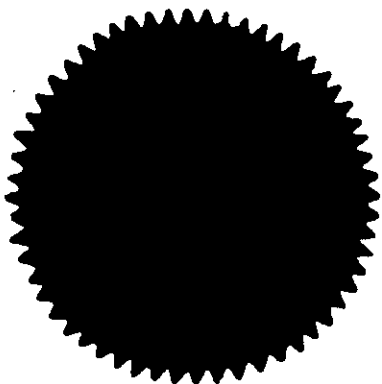


## Office of Secretary of State.

*I, Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Ownership of the "PURE FOOD COSMETICS, INC.", merging the  
"MORNINGSTAR-PAISLEY, INC.", pursuant to Section 253 of the General  
Corporation Law of the State of Delaware, as received and filed in this  
office the fifth day of October, A.D. 1964, at 3 o'clock P.M.

And I do hereby further certify that the "PURE FOOD COSMETICS, INC."  
has relinquished its corporate name and assumed in place thereof the  
name "MORNINGSTAR-PAISLEY, INC."

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this sixth day  
of October in the year of our Lord  
one thousand nine hundred and sixty-four.



*Elisha C. Dukes*

Secretary of State

*M. F. Loomis*

Ass't Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MORNINGSTAR-PAISLEY, INC.  
(a Delaware corporation)

INTO

PURE FOOD COSMETICS, INC.  
(a Delaware corporation)

PURE FOOD COSMETICS, INC. ("Pure Food"), a corporation organized and existing under the laws of the State of Delaware:

DOES HEREBY CERTIFY:

FIRST: That it was incorporated on the 4th day of April 1957 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That it owns more than ninety-five per cent of the outstanding shares of capital stock of MORNINGSTAR-PAISLEY, INC. ("Morningstar"), a Delaware corporation, all of said stock being of one class, to wit, common.

THIRD: That Pure Food, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 29th day of September, 1964, determined to and did merge into itself Morningstar on the conditions set forth in such resolutions:

RESOLVED: That, effective upon the filing of this certificate with the Secretary of State of Delaware and the recording of this certificate in the office of the Recorder of Deeds of Kent County, Pure Food Cosmetics, Inc. merges into itself its subsidiary, Morningstar-Paisley, Inc., and assumes all of said subsidiary's liabilities and obligations;

FURTHER RESOLVED: That the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership and merger setting forth a copy of the resolution to merge said Morningstar-Paisley, Inc. into this corporation and assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the office of the Recorder of Deeds of Kent County;

FURTHER RESOLVED: That the officers of this corporation be and they hereby are directed to notify each stockholder of record of Morningstar-Paisley, Inc. as of the close of business on the effective date of said merger (other than Pure Food Cosmetics, Inc.), within ten (10) days of said effective date, that this certificate of ownership and merger has been duly filed and recorded in the State of Delaware and that each such stockholder will be paid \$19.00 per share for each share of Morningstar-Paisley, Inc. capital stock standing in such stockholder's name and that the shares of capital stock of such stockholder will be extinguished;

FURTHER RESOLVED: That the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger;

FURTHER RESOLVED: That this corporation relinquishes its corporate name and assumes in place thereof the name of said merged corporation, namely:

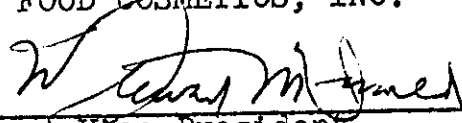
MORNINGSTAR-PAISLEY, INC.

IN WITNESS WHEREOF, said PURE FOOD COSMETICS, INC. has caused its corporate seal to be affixed and this certificate to be signed by W. Stewart McDonald, its Vice President, and David Fogelson, its Secretary, this 2nd day of October, 1964.


PURE FOOD COSMETICS, INC.  
CORPORATE SEAL 1957  
DELAWARE

PURE FOOD COSMETICS, INC.

By

  
Vice President

By

  
Secretary

STATE OF NEW YORK  
COUNTY OF NEW YORK

} ss:

BE IT REMEMBERED that on this 2<sup>nd</sup> day of October 1964, personally came before me, Walter G. Gans, a Notary Public in and for the County and State aforesaid, W. STEWART McDONALD, Vice President of PURE FOOD COSMETICS, INC., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally as such Vice-President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signature of said Vice President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President and Secretary of said corporation, respectively, and that the seal affixed to said certificate is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

WALTER G. GANS  
NOTARY PUBLIC  
STATE OF NEW YORK

Walter G. Gans  
Notary Public

WALTER G. GANS  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 31-6455599  
Qualified in New York County  
Commission expires March 30, 1966