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State of Idaho

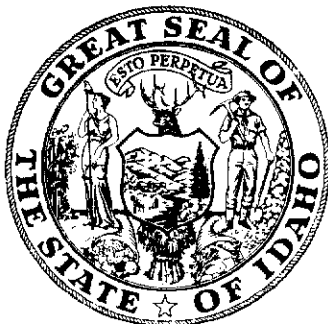
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of CATALINA, INC. and STATE BEAUTY, INC., Idaho corporations, into DEL ELLEN, INC., an Idaho corporation changing its name to ROBYN TODD OF IDAHO, INC., duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: June 30, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shelly J. Clark

ARTICLES OF MERGER

Catalina, Inc., State Beauty, Inc., and Del Ellen, Inc.

97 JUN 30 AM 10:29

SECRETARY OF STATE
STATE OF IDAHO

The President and Secretary of Catalina, Inc., a Idaho corporation, State Beauty, Inc., a Idaho corporation, and Del Ellen, Inc., a Idaho corporation, and both acting in such capacities, do hereby adopt on behalf of the respective corporations the following Articles of Merger pursuant to I.C. Section 30-1-77, et seq.

ARTICLE I. PLAN OF MERGER

The Plan of Merger provides for Catalina, Inc., State Beauty, Inc., and Del Ellen, Inc. to be merged into a single corporation with Del Ellen, Inc. to be the surviving corporation. As part of the merger, the Articles of Incorporation for Del Ellen, Inc. shall be amended to provide that its name shall be changed to Robyn Todd of Idaho, Inc. The identity and ownership of the shares of the constituent corporations is identical, such that upon completion of the merger, the renamed surviving corporation shall reissue stock certificates to its existing shareholders in the same amounts and denominations as currently owned by the shareholders of the surviving corporation. No fractional shares shall occur as a result of this reissuance of certificates.

ARTICLE II. TITLE

As of the date hereof, Catalina, Inc. has 1000 shares of its Class A No Par Common Stock issued and outstanding, all of which are entitled to vote as a class upon the proposed merger.

As of the date hereof, State Beauty, Inc. has 1000 shares of its Class A No Par Common Stock issued and outstanding, all of which are entitled to vote as a class upon the proposed merger.

As of the date hereof, Del Ellen, Inc. has 1000 shares of its Class A No Par Common Stock issued and outstanding, all of which are entitled to vote as a class upon the proposed merger.

ARTICLE III. VOTING

At a joint meeting of the shareholders and board of directors of Catalina, Inc. held on June 25, 1997, 1000 shares of the 1000 shares voted in favor of the Plan of Merger. No shares of Catalina, Inc. are entitled to vote as a class.

IDAHO SECRETARY OF STATE

06/30/1997 09:00
CR: 25718 CI: 71552 BH: 16541
1 @ 30.00 = 30.00 MERGER

At a joint meeting of the shareholders and board of directors of State Beauty, Inc. held on June 25, 1997, 1000 shares of the 1000 shares voted in favor of the Plan of Merger. No shares of State Beauty, Inc. are entitled to vote as a class.

At a joint meeting of the shareholders and board of directors of Del Ellen, Inc. held on June 25, 1997, 1000 shares of the 1000 shares voted in favor of the Plan of Merger. No shares of Del Ellen, Inc. are entitled to vote as a class.

DATED this 25th day of June, 1997.

Catalina, Inc., a Idaho corporation

By: Michael N. Olsen
Michael N. Olsen

State Beauty, Inc., a Idaho corporation

By: Michael N. Olsen
Michael N. Olsen

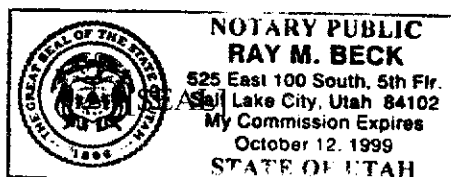
Del Ellen, Inc., a Idaho corporation

By: Michael N. Olsen
Michael N. Olsen

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

This day, before me, a Notary Public of the State and County aforesaid, personally appeared Michael N. Olsen, who being by me duly sworn, did say that he is the President of Catalina, Inc., a Idaho corporation, and that said instrument was signed in behalf of said corporation by authority of its bylaws and said Michael N. Olsen acknowledged to me that said corporation executed the same.

Witness my hand and official seal this 25th day of June, 1997.

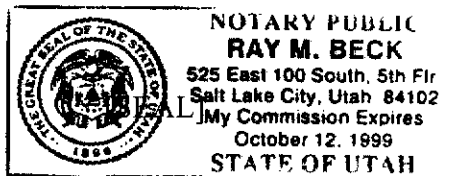


Ray M. Beck
NOTARY PUBLIC

STATE OF UTAH)
 : SS
COUNTY OF SALT LAKE)

This day, before me, a Notary Public of the State and County aforesaid, personally appeared Michael N. Olsen, who being by me duly sworn, did say that he is the President of State Beauty, Inc., a Idaho corporation, and that said instrument was signed in behalf of said corporation by authority of its bylaws and said Michael N. Olsen acknowledged to me that said corporation executed the same.

Witness my hand and official seal this 25th day of June, 1997.

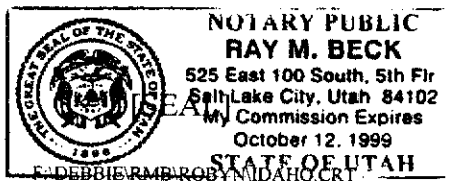


Ray M. Beck
NOTARY PUBLIC

STATE OF UTAH)
 : SS
COUNTY OF SALT LAKE)

This day, before me, a Notary Public of the State and County aforesaid, personally appeared Michael N. Olsen, who being by me duly sworn, did say that he is the President of Del Ellen, Inc., a Idaho corporation, and that said instrument was signed in behalf of said corporation by authority of its bylaws and said Michael N. Olsen acknowledged to me that said corporation executed the same.

Witness my hand and official seal this 25th day of June, 1997.



Ray M. Beck
NOTARY PUBLIC

PLAN OF MERGER

ROBYN TODD OF IDAHO, INC.

CATALINA, INC.
STATE BEAUTY, INC.
DEL ELLEN, INC.

97
IDAHO SECRETARY OF STATE
06/19/97 09:00
CL: 71552 BH: 16341
30.00 MERGER
10:29
IDAHO

The following is a summary of the proposed merger by and between Catalina, Inc., a Idaho corporation, ("Catalina") State Beauty, Inc., a Idaho corporation ("State Beauty") and Del Ellen, Inc., a Idaho corporation ("Del Ellen") (collectively referred to as the "Constituent Corporations") with Del Ellen becoming the surviving corporation but renamed as, Robyn Todd of Idaho, Inc. (the "Surviving Corporation").

1. **Merger.** The Plan of Merger calls for Constituent Corporations to be merged together with the Surviving Corporation to survive and continue operations. State law requires that the Boards of Directors of each of the Constituent Corporations adopt a proposed Plan of Merger to be submitted to the shareholders of the respective corporations for approval. The Plan of Merger is to include the names of the corporations involved in the merger, the terms and conditions of the merger, the manner and basis of converting each class of shares into shares or securities of the Surviving Corporation together with a statement of any amendment to the Articles of Incorporation of the Surviving Corporation. Once each of the Board of Directors for each Constituent Corporation have approved the Plan of Merger, the Shareholders of the Corporations must approve or reject the proposed merger based upon the majority vote of the shareholders. Following shareholder approval, if obtained, the Board of Directors of the Constituent Corporations are authorized to proceed with the merger including the execution of applicable documentation and the filing of the Articles of Merger with applicable governmental agencies.

2. **Terms of Merger.** The terms of the merger as approved by the Board of Directors for each of the Constituent Corporations are:

(a) The Constituent Corporations shall be merged with Del Ellen to be the surviving corporation in accordance with statutory procedure set forth in Idaho Code Annotated §30-1-77 *et seq.*

(b) The Surviving Corporation, Del Ellen, shall change its name to become Robyn Todd of Idaho, Inc.

(c) The issued and outstanding stock certificates of the Constituent Corporations shall be surrendered by the Shareholders and new certificates issued by the renamed Surviving Corporation shall be issued so as to maintain the same proportionate ownership among the common shareholders of the Constituent Corporations.

(d) Del Ellen shall be the Surviving Corporation and the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue

heretofore amended, of Surviving Corporation shall remain in effect and unaltered as the Articles of Incorporation and Bylaws of the Surviving Corporation, except for name change and amendments necessitate by this merger. The duly qualified and acting directors and officers of Sharp shall become the officers and directors of the Surviving Corporation.

(e) The corporate identity, existence, purposes, powers, franchises and immunities of Constituent Corporations shall be merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

(f) The separate existence of the Constituent Corporations, except insofar as specifically otherwise provided by law, shall cease as of the Effective Date of the merger.

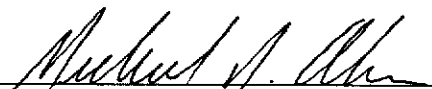
(g) The Effective Date of the merger shall be June 30, 1997 at 11:59 p.m. MDT (the "Effective Date").

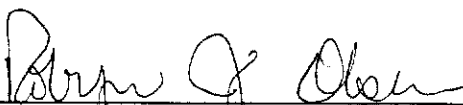
3. **Basis of Exchange.** The manner and basis of converting the outstanding shares of Constituent Corporations into shares of the Surviving Corporation shall be as follows:

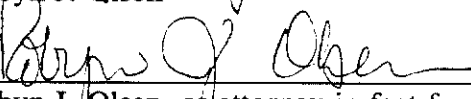
(a) As of the Effective Date, the identity and percentage ownership of the Constituent Corporations is identical. Consequently the shareholders of the Constituent Corporations shall surrender their certificates in conjunctions with the merger and the renamed Surviving Corporation shall issue shares therein in such denominations as determined by the President of the Surviving Corporation but so as to maintain the proportionate ownership of the Surviving Corporation as existed with the Constituent Corporations.

4. **Shareholders' Approval.** Upon approval of this Plan of Merger, the board of directors of the Constituent Corporations shall, by resolution, direct this Plan of Merger to be submitted, pursuant to Utah Code Annotated §16-10a-1103, to a vote at a special meeting of the shareholders of the Constituent Corporations to be held on June 25, 1997.

DATED this 25th day of June, 1997.


Michael N. Olsen


Robyn J. Olsen


Robyn J. Olsen, as attorney in fact for
Jean E. Henderson