

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	02/24/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bare Escentuals, Inc.		02/24/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Bare Escentuals California Corporation
Street Address:	71 Stevenson Street
Internal Address:	22nd Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	2946388	A FOUNDATION THAT WORKS WITH YOUR SKIN, NOT AGAINST IT
Registration Number:	1539966	BARE ESCENTUALS
Registration Number:	1243255	BARE ESCENTUALS
Registration Number:	3037101	BARE ESCENTUALS
Registration Number:	2972323	BARELAVENDER
Registration Number:	2321607	BAREMINERALS
Registration Number:	3090836	BAREMINERALS
Registration Number:	3003497	BAREVITAMINS
Registration Number:	3003507	BAREVITAMINS
Registration Number:	2211150	BUZZ
Registration Number:	3136392	CLEAR RADIANCE

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Registration Number:	2444998	CLEAR SKIES
Registration Number:	3144039	COLOR BY NUMBERS
Registration Number:	2745500	CUSH
Registration Number:	3080162	ESCENTUAL
Registration Number:	2209077	FOR PLAY
Registration Number:	2946457	HEEL ME
Registration Number:	3136221	MAGIC WAND BRUSHLESS MASCARA
Registration Number:	2701193	MAKEUP SO PURE YOU CAN SLEEP IN IT
Registration Number:	2885884	MINERAL VEIL
Registration Number:	2212978	PEACE & QUIET
Registration Number:	3136213	PERFECT BLACK DRESS
Registration Number:	3090610	SOY MOCHA
Registration Number:	2848678	SWIRL, TAP, BUFF
Registration Number:	3051384	THE ESSENTIAL BROW
Registration Number:	2212977	UP & AT 'EM
Registration Number:	2914247	WARMTH
Registration Number:	2845839	WARMTH

CORRESPONDENCE DATA

Fax Number: (415)651-9226
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415-489-5165
Email: docket@bareescentuals.com
Correspondent Name: Kimberly G. Russell, Esq.
Address Line 1: 71 Stevenson Street
Address Line 2: 22nd Floor
Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	BE-1000
NAME OF SUBMITTER:	Kimberly G. Russell
Signature:	/kimberly g. russell/
Date:	02/21/2007

Total Attachments: 1
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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

FEB 24 2006

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BARE ESSENTUALS, INC.**

The undersigned certifies that:

1. She is the President, Chief Executive Officer and the Secretary of Bare Escentuals, Inc., a California corporation.
2. Section I of the Second Amended and Restated Articles of Incorporation of this corporation is amended to read as follows:

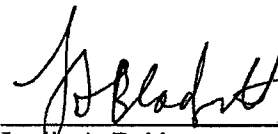
"The name of this corporation is Bare Escentuals California Corporation."

3. The foregoing amendment of Second Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Second Amended and Restated Articles of Incorporation has been duly approved by the required vote of the sole shareholder in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of each class of stock is 665,833 shares of common, no par value; 790,000 shares of Series A Preferred Stock, no par value; and zero shares of Series B Preferred Stock, no par value. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 24, 2006



Leslie A. Boldgett,
President, Chief Executive Officer and
Secretary

