

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	06/06/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MD Beauty, Inc.	FORMERLY Bare Escentuals California Corporation	06/06/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bare Escentuals Beauty, Inc.
Street Address:	71 Stevenson Street
Internal Address:	22nd Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	CORPORATION: DELAWARE

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:	3136392	CLEAR RADIANCE
Registration Number:	2444998	CLEAR SKIES

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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
Registration Number:	2211150	BUZZ

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: tmdocket@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 REGS
NAME OF SUBMITTER:	Kimberly G. Russell
Signature:	/kimberly g. russell/
Date:	03/22/2007

Total Attachments: 1
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State of Delaware
Secretary of State
Division of Corporations
Delivered 08:21 PM 06/05/2006
FILED 08:21 PM 06/05/2006
SRV 060543036 - 3031767 FILE

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MD BEAUTY, INC.

MD Beauty, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies as follows:

1. The Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions proposing and declaring advisable the following amendment of the Amended and Restated Certificate of Incorporation of the Corporation and sought the consent of the stockholders of the Corporation to said amendment. The resolutions setting forth the proposed amendment are as follows:

"NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by changing Article I so that, as amended, said Article shall be and read in its entirety as follows:

'1. The name of the corporation is Bare Escentuals Beauty, Inc. (the "*Corporation*")."

2. That the stockholders have given consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. That the aforesaid amendment was duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said MD Beauty, Inc. has caused this certificate to be signed by an authorized officer thereof, this 12th day of June, 2006.

MD BEAUTY, INC

By: 
Name: Myles McCormick
Title: Chief Financial Officer

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