

07-16-2004

Foam PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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Tab Settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

7-13-04

1. Name of conveying party(ies):
DOLPHIN ACQUISITION CORP.

- Assignment
- General Partnership
- Corporation-State California
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: January 2, 2002

2. Name and address of receiving party(ies)

Name: Bare Escentuals, Inc.

Internal Address: _____

Street Address: 425 Bush Street

City: San Francisco State: CA Zip: 94108

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- 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

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

A. Trademark Application No.(s) _____

B. Trademark No.(s) 2,127,757

Additional numbers attached? Yes No

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

Name: Richard Roel

Internal Address: c/o O'Melveny & Myers LLP

Street Address: Time Square Tower, 7 Times Square

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number _____

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9. Signature.

Richard Roel
Name of Person Signing

Richard Roel
Signature

7/13/04
Date

07/16/2004 00000174 2127757 Total number of pages including cover sheet, attachments, and documents: 2

01 FO:8521

40.00 documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

NYT:1522959.1

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FILED
In the office of the Secretary of State
of the State of California

JAN 9 2002

Bill Jones
BILL JONES, Secretary of State

1668662

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
DOLPHIN ACQUISITION CORP.**

The undersigned certifies that:

1. He is the **president and secretary**, respectively, of DOLPHIN ACQUISITION CORP., a California corporation.
2. Section I of the Second Amended and Restated Articles of Incorporation of this corporation is being amended to read as follows:

The name of the corporation is BARE ESCENTUALS, INC.

3. The foregoing amendment of Second Amended and Restated Articles of Incorporation of this corporation has been duly approved by the board of directors.
4. The foregoing amendment of Second Amended and Restated Articles of Incorporation of this corporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of each class of stock is 665,833 shares of common stock, 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 Restated Articles of Incorporation set forth herein equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock, and more than 50% of the outstanding shares of Series A Preferred Stock.

John C. Hansen declares under penalty of perjury under the laws of the State of California that he has read the foregoing certificate, and knows the contents thereof, and that the same is true of his own knowledge.

Dated: January 2, 2002

John C. Hansen
John C. Hansen, President and Secretary

