

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: 36

Property Type	Number	Word Mark
Serial Number:	76642243	BARE FEET
Serial Number:	78875689	BARE RADIANCE
Serial Number:	76520722	BE AT HOME
Serial Number:	76503937	BEAUTYRX
Serial Number:	78875668	BEDTIME BEAUTY
Serial Number:	78875623	BEDTIME WILL NEVER BE THE SAME
Serial Number:	78848348	BIG TEASE
Serial Number:	76646627	BISQUE
Serial Number:	78875655	BUXOM LIPS
Serial Number:	76642242	BUZZ LATTE
Serial Number:	76642244	DIAMOND READY HANDS
Serial Number:	76642208	DON'T BE CALLOUS

CH \$915.00 76642243

Serial Number:	76642236	EYE REV-ER UPPER
Serial Number:	76646561	FIVE-OIL BLEND
Serial Number:	76646557	GONE TO HEAVEN
Serial Number:	76646558	HAND MODEL
Serial Number:	76294951	I.D.
Serial Number:	76640900	I.D. BAREMINERALS
Serial Number:	78875619	IQUAD
Serial Number:	76642216	LEGS FOR DAYS
Serial Number:	76642237	LIQUID LOOFAH
Serial Number:	76617634	MAKE IT CLEAR
Serial Number:	78875638	MINERAL INFUSION
Serial Number:	77008095	MY SOLUTION
Serial Number:	76646564	PERFECT WHITE DRESS
Serial Number:	76644673	PILLOW PUFF
Serial Number:	76639924	RARE MINERALS
Serial Number:	76639975	RAREMINERALS
Serial Number:	76646599	ROSE RADIANCE
Serial Number:	76642239	SIMPLY NAKED
Serial Number:	76642238	SKIN REV-ER UPPER
Serial Number:	76646562	SUMMER BISQUE
Serial Number:	76646625	WARM RADIANCE
Serial Number:	76646555	WEARABLE EYE
Serial Number:	76527476	WEARABLE LIP
Serial Number:	76642220	WELL-RESTED

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
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NAME OF SUBMITTER:	Kimberly G. Russell
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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:

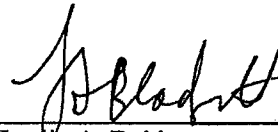
"The name of this corporation is Bare Escentuals California Corporation."

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

