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: 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

CH $915.00 76642243

Serial Number:	76642208	DON'T BE CALLOUS
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 APPS

NAME OF SUBMITTER:	Kimberly G. Russell
Signature:	/kimberly g. russell/
Date:	03/20/2007
Total Attachments: 1 source=MD Beauty to Bare Escentuals Beauty#page1.tif	

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:

'I. 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 6th day of June, 2006.

MD BEAUTY, INC

By: [signature]
Name: Myles McCormick
Title: Chief Financial Officer

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