

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
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, 22nd Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76644111	SERVICE YOUR SKIN	
CORRESPONDENCE DATA			
Fax Number:	(451)591-1400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415-591-1000		
Email:	tmdocket@bareescentuals.com		
Correspondent Name:	Winston & Strawn LLP		
Address Line 1:	101 California Street		
Address Line 2:	Suite 3900		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	BE-1153		
NAME OF SUBMITTER:	Kimberly A. Eckhart		
Signature:	/Kimberly A. Eckhart/		
Date:	10/23/2008		

76644111
 CH \$40.00

Total Attachments: 1
source=BE to BE California Corp#page1.tif

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:

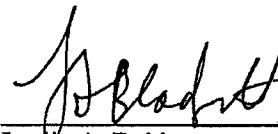
"The name of this corporation is Bare Escentuals California Corporation."

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

