

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sephora USA, LLC		09/30/2005	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Sephora USA, Inc.		
Street Address:	First Market Tower, 525 Market Street		
Internal Address:	11th Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	78611556	SKINPHYSICAL	
Serial Number:	78588445	BEAUTY INSIDER	
Serial Number:	78583311	BEAUTY INSIDER	
CORRESPONDENCE DATA			
Fax Number:	(212)415-8701		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 415-8700		
Email:	ptotmcommunications@morganfinnegan.com		
Correspondent Name:	Maren C. Perry		
Address Line 1:	3 World Financial Center		
Address Line 4:	New York, NEW YORK 10281-2101		
ATTORNEY DOCKET NUMBER:	7470-0000		
NAME OF SUBMITTER:	Maren C. Perry		

CH \$90.00 78611556

Signature:	/MCP/
Date:	10/13/2005
Total Attachments: 5 source=SephoraConversionDoc2#page1.tif source=SephoraConversionDoc2#page2.tif source=SephoraCertificateOfIncorporationDoc1#page1.tif source=SephoraCertificateOfIncorporationDoc1#page2.tif source=SephoraCertificateOfIncorporationDoc1#page3.tif	

Delaware

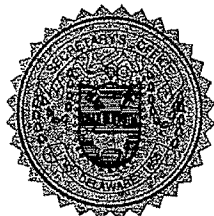
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "SEPHORA USA, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SEPHORA USA, LLC" TO "SEPHORA USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2005, AT 7:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2005.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3007918 8100V

050792598

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4187401

DATE: 09-27-05

TRADEMARK
REEL: 003175 FRAME: 0038

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:33 PM 09/27/2005
FILED 07:33 PM 09/27/2005
SRV 050792598 - 3007918 FILE

STATE of DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION PURSUANT TO SECTION
265 OF THE DELAWARE GENERAL CORPORATION LAW.

- **First:** The limited liability company is formed under the jurisdiction of the State of Delaware.
- **Second:** The name of the limited liability company immediately prior to filing this Certificate is Sephora USA, LLC.
- **Third:** The date the limited liability company was first formed is February 22, 1999.
- **Fourth:** The name of the corporation as set forth in the Certificate of Incorporation is Sephora USA, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to be effective as of the 30th day of September, 2005.

Sephora USA, LLC

By 

Name: David Suliteanu

Its: Manager

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Delaware

PAGE 2

The First State

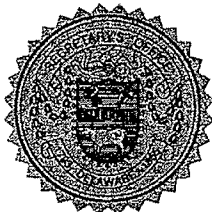
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SEPHORA USA, INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2005, AT 7:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2005.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3007918 8100V

050792598



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4187401

DATE: 09-27-05

TRADEMARK
REEL: 003175 FRAME: 0040

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

- **First:** The name of the Corporation is Sephora USA, Inc.
- **Second:** The address of the registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City Wilmington, County of New Castle, Zip Code 19808. The name of the registered agent is Corporation Service Company.
- **Third:** The nature of business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act of activity for which corporations may be organized under the General Corporate Law of Delaware.
- **Fourth:** The total number of shares of capital stock which the Corporation shall have authority to issue is one thousand (1,000) shares, \$0.01 par value, all of which shares shall be common stock.
- **Fifth:** The Board of Directors of the Corporation is expressly authorized to make, alter or repeal bylaws of the Corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.
- **Sixth:** The election of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.
- **Seventh:** To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same now exists or may hereinafter be amended in a manner more favorable to directors, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation shall indemnify to the fullest extent permitted by the law, any person made or threatened to be made a party, to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, or his or her testator or intestate, is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation. Neither any amendment nor repeal of this Paragraph, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Paragraph, shall eliminate or reduce the effect of this Paragraph in respect of any matter occurring, or any cause of action, suit or claim that, but for this Paragraph, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.
- **Eighth:** The name and mailing address of the incorporator are as follows:

Eric J. Baysinger
First Market Tower
525 Market Street, 11th Floor
San Francisco, CA 94105

• **Ninth:** The Corporation is to have perpetual existence.

• **Tenth:** The Corporation elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation to be effective as of the 30th day of September, 2005.

BY: Eric J. Baysinger
Eric J. Baysinger, Incorporator

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