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Florida Department of State
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Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT QUALIFICATION**SEPHORA USA, INC.**

Certificate of Status	0
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DIVISION OF CORPORATION

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NO. 1/25
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Sephora USA, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 94-3322407

(FBI number, if applicable)

4. February 22, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o General Counsel, First Market Tower, 525 Market Street, 11th Fl., San Francisco, CA 94105

(Principal office address)

c/o General Counsel, First Market Tower, 525 Market Street, 11th Fl., San Francisco, CA 94105

(Current mailing address)

8. Retail sales of cosmetics and perfumes

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: _____

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See attached rider.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached rider.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Eric J. Baysinger
(Signature of Director or Officer listed in number 12 of the application)

14. Eric J. Baysinger, Secretary
(Typed or printed name and capacity of person signing application)

NO. 1722 T. IV
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Sephora USA, Inc.

Officers

David Sulteanu	President and Chief Executive Officer
Patrick Murray	Senior Vice President, Finance
Betsy Olum	Senior Vice President, Marketing
Pauline Roothman	Senior Vice President, Human Resources
Gayle Sherman	Senior Vice President, Property Development
Mary Herald	Senior Vice President, Retail Operations
Margarita Arriagada	Senior Vice President, Merchandising
Janet Hanson	Senior Vice President, Information Technology
Rod McFadden	Vice President, Merchandise Planning
Eric Baysinger	Vice President, General Counsel and Secretary
Celia Wing	Vice President, Real Estate
Leslie Dinham	Vice President, Customer Relationship Management
Brett Miller	Vice President, e-Commerce
Laure Bernstein	Vice President, Retail Operations
Barbara Emerson	Vice President, Property Development
Courtney Baber	Vice President, DMM Color
Karen Kenney	Vice President, Education
Allison Slater	Vice President, Marketing
Sherman Hoo	Vice President, Controller
Marty Flaherty	Vice President, Logistics

Board of Directors

David Sulteanu
Pierre Letzelter
Bernard Rolley

For all above officers and directors, please use the following address:

525 Market Street, 11th Floor
San Francisco, CA 94105

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TALLAHASSEE, FLORIDA

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Delaware

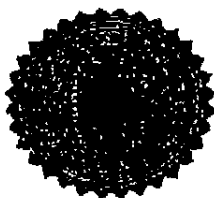
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEPHORA USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SEPHORA USA, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1999.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4194904

DATE: 09-30-05

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