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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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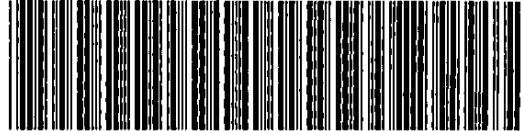
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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BEACH, ROBERT W. STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/31/06



CORPORATION SERVICE COMPANY

FILED

06 OCT 30 PM 12:42

ACCOUNT NO. : 072100000032

REFERENCE : 561503 7236730

AUTHORIZATION

COST LIMIT : \$ 87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 27, 2006

ORDER TIME : 11:57 AM

ORDER NO. : 561503-005

CUSTOMER NO: 7236730

FOREIGN FILINGS

NAME: BARE ESSENTUALS BEAUTY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DOREEN WALLACE - EXT. 2928

EXAMINER: _____

**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. Bare Escentuals Beauty, 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. 94-3327073

(FEI number, if applicable)

4. April 19, 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. 71 Stevenson Street, 22nd Floor, San Francisco, CA 94105

(Principal office address)

(Current mailing address)

8. _____

(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)

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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)

Karen Harris (Assistant Secretary)

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:

A. DIRECTORS

Chairman: Ross M. Jones

Address: 71 Stevenson Street, 22nd Floor, San Francisco, CA 94105

Vice Chairman: _____

Address: _____

Director: John Hansen

Address: 71 Stevenson Street, 22nd Floor, San Francisco, CA 94105

Director: Leslie Blodgett

Address: 71 Stevenson Street, 22nd Floor, San Francisco, CA 94105

B. OFFICERS

President: Leslie A. Blodgett

Address: 71 Stevenson Street, 22nd Floor
San Francisco, CA 94105

Vice President: _____

Address: _____

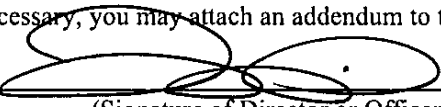
Secretary: Myles McCormick

Address: 71 Stevenson Street, 22nd Floor, San Francisco, CA 94105

Treasurer: Myles McCormick

Address: 71 Stevenson Street, 22nd Floor, San Francisco, CA 94105

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

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

14. Myles McCormick
(Typed or printed name and capacity of person signing application)

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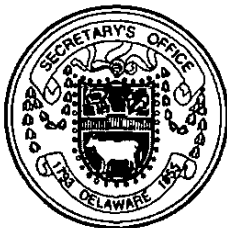
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BARE ESSENTUALS BEAUTY, 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 THIRTEENTH DAY OF OCTOBER, A.D. 2006.

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TALLAHASSEE, FLORIDA



3031767 8300

060901329

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5114426

DATE: 10-13-06