



THE UNITED STATES
CORPORATION
COMPANY

F95000002532

ACCOUNT NO. : 072100000032

REFERENCE : 834806 4302847

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Project

ORDER DATE : May 28, 1998

ORDER TIME : 1:47 PM

ORDER NO. : 834806-015

CUSTOMER NO: 4302847

CUSTOMER: Ms. Kathryn Sayer
Gray Cary Ware & Freidenrich
400 Hamilton Avenue

Palo Alto, CA 94301-1825

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 15 PM 2:37

FILED

Name

Change

Amend

700002559927--8

FOREIGN FILINGS

NAME: BABE INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

DIVISION OF CORPORATION

98 JUN 15 PM 2:35

RECEIVED

6/16/98

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. Babe, Inc.
Name of corporation as it appears on the records of the Department of State.
2. California 3. May 24, 1995
Incorporated under the laws of Date authorized to do business in Florida

FILED
98 JUN 15 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 9, 1998
5. bebe stores, inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
No Change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No Change
New Jurisdiction



Signature

Manny Mashouf

Typed or printed name

June 3, 1998

Date

President

Title

State of California



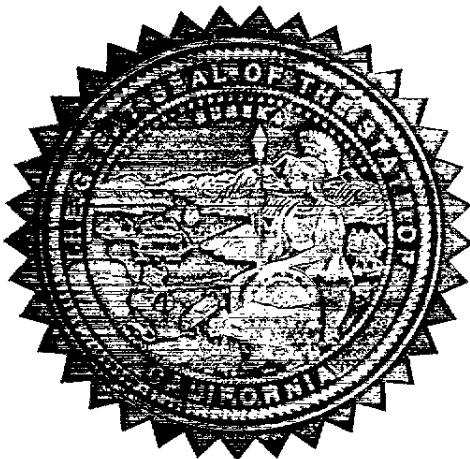
SECRETARY OF STATE

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 9th day of April, 19 98,

there was filed in this office an amendment changing the corporation name from
BABE, INC.

, a California corporation,
to BEBE STORES, INC.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
28th day of May, 1998

Bill Jones

Secretary of State