

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1390480

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours



07042272

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Beleza Luxury Goods Inc.

Filing Under (Check box(es) that apply):

Rule 504

Rule 505

Rule 506

ULOE

Type of Filing:

New Filing

Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the Issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Beleza Luxury Goods Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

2476 Bolsover Street, Suite 324, Houston, TX 77005 (registered office)

Address of Principal Business Operations (if different from Executive Offices)

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(713) 589-4896

Telephone Number (Including Area Code)

Brief Description of Business

Art and Cigar Sales

Type of Business Organization

corporation

limited partnership, already formed

other (please specify):

business trust

limited partnership, to be formed

PROCESSED

FEB 22 2007

Month Year

Actual or Estimated Date of Incorporation or Organization: [02] [14] [0] [6] [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [N] [V]

THOMSON
FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director for corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Marcus Bernard Smith

Business or Residence Address (Number and Street, City, State, Zip Code)

2476 Bolsover Street, Suite 324, Houston, TX 77005

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use a blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$75.00
 Yes No
3. Does the offering permit joint ownership of a single share or unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated with persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Sold Already
Debt	\$	\$
Equity [X] Common [] Preferred	\$50,000	\$39,950
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify:)	\$	\$
Total	\$50,000	\$39,950

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	16	\$32,000
Non-accredited Investors	26	\$ 7,950
Total (for filings under Rule 504 only)		\$39,950

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$500
Printing and Engraving Costs	<input type="checkbox"/>	\$NIL
Legal Fees	<input type="checkbox"/>	\$NIL
Accounting Fees	<input type="checkbox"/>	\$4,000
Engineering Fees	<input type="checkbox"/>	\$NIL
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$NIL
Other Expenses (identify)	<input type="checkbox"/>	\$NIL
Total	<input type="checkbox"/>	\$4,500

4.b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$35,450

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

Salaries and fees
Purchase of Real Estate
Purchase, rental or leasing and installation of machinery and equipment
Construction or leasing of plant buildings and facilities
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)
Repayment of indebtedness
Working Capital
Other Expenses (identify)
Column Totals
Total Payments Listed (column totals added)

<input type="checkbox"/>	<input type="checkbox"/>
\$	\$
<input type="checkbox"/>	<input type="checkbox"/>
\$	\$
<input type="checkbox"/>	<input type="checkbox"/>
\$	\$
<input type="checkbox"/>	<input type="checkbox"/>
\$	\$
<input type="checkbox"/>	<input type="checkbox"/>
\$	\$
<input type="checkbox"/>	<input type="checkbox"/>
\$	\$35,450
<input type="checkbox"/>	<input type="checkbox"/>
\$	\$
<input type="checkbox"/>	<input type="checkbox"/>
\$	\$35,450
<input type="checkbox"/>	<input type="checkbox"/>
\$35,450	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print Name) Beleza Luxury Goods Inc.	Signature 	Date February 1, 2007
Name of Signer (Print or Type) Marcus Bernard Smith	Title of Signer (Print or Type) President, CEO, CFO, and COA	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations.(See 18 U.S.C. 1001)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print Name) Beleza Luxury Goods Inc.	Signature 	Date February 1, 2007
Name of Signer (Print or Type) Marcus Bernard Smith	Title of Signer (Print or Type) President, CEO, CFO, and COA	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA	X		Common Shares @ \$0.05 per share for total aggregate of \$50,000	1	\$5,000	4	\$1,500		X
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									

1 State	2 Intend to sell to non- accredited investors in State (Part B-Item 1)		3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount		Number of Accredited Investors
MS									
MO	X		Common Shares @ \$0.05 per share for total aggregate of \$50,000	2	\$7,500				
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX	X		Common Shares @ \$0.05 per share for total aggregate of \$50,000	13	\$19,500	22	\$6,450		
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

Last update: 02/01/2007

**FORM U-2
UNIFORM CONSENT TO SERVICE OF PROCESS**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Beleza Luxury Goods Inc., a corporation organized under the laws of Nevada, for purposes of complying with the laws of the states indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the states so designated hereunder and their successors in such offices its attorney in those states so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the states so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the states so designed hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that state and have been served lawfully with process in that state.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Incorp Services Inc.
6075 S. Eastern Avenue
Suite 1, Las Vegas, Nevada, 89119-3146
Tel: (702) 866-2500

Place an "X" before the name of all the states for which the person executing this form is appointing the designated Officer of that state as its attorney in that state for receipt of service of process:

- | | | | |
|--------------------------------------|--|--|--------------------------------------|
| <input type="checkbox"/> ALABAMA | Secretary of State | <input type="checkbox"/> DELAWARE | Securities
Commissioner |
| <input type="checkbox"/> ALASKA | Administrator of the Division of
Banking and Corporation, Dept. of
Commerce and Economic Development | <input type="checkbox"/> DISTRICT OF
COLUMBIA | Public Service
Commission |
| <input type="checkbox"/> ARIZONA | The Corporation Commission | <input type="checkbox"/> FLORIDA | Department of Banking
and Finance |
| <input type="checkbox"/> ARKANSAS | The Securities Commissioner | <input checked="" type="checkbox"/> GEORGIA | Commissioner of
Securities |
| <input type="checkbox"/> CALIFORNIA | Commissioner of Corporations | <input type="checkbox"/> GUAM | Administrator, Dept. of
Finance |
| <input type="checkbox"/> COLORADO | Securities Commissioner | <input type="checkbox"/> HAWAII | Commissioner of
Securities |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner | <input type="checkbox"/> IDAHO | Director, Dept. of
Finance |
| <input type="checkbox"/> IOWA | Commissioner of Insurance | <input type="checkbox"/> ILLINOIS | Secretary of State |
| <input type="checkbox"/> KANSAS | Secretary of State | <input type="checkbox"/> INDIANA | Secretary of State |
| <input type="checkbox"/> KENTUCKY | Director, Division of Securities | <input type="checkbox"/> NORTH DAKOTA | Securities
Commissioner |

<input type="checkbox"/>	LOUISIANA	Commissioner of Securities	<input type="checkbox"/>	OHIO	Secretary of State
<input type="checkbox"/>	MAINE	Administrator, Securities Division	<input type="checkbox"/>	OREGON	Director, Dept. of Insurance and Finance
<input type="checkbox"/>	MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/>	OKLAHOMA	Securities Administrator
<input type="checkbox"/>	MASSACHUSETTS	Secretary of State	<input type="checkbox"/>	PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/>	MICHIGAN	Administrator, Corporation and Securities Bureau Dept. of Commerce	<input type="checkbox"/>	PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/>	MINNESOTA	Commissioner of Commerce	<input type="checkbox"/>	RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/>	MISSISSIPPI	Secretary of State	<input type="checkbox"/>	SOUTH CAROLINA	Secretary of State
<input checked="" type="checkbox"/>	MISSOURI	Securities Commissioner	<input type="checkbox"/>	SOUTH DAKOTA	Director of the Division of Securities
<input type="checkbox"/>	MONTANA	State Auditor and Commissioner of Insurance	<input type="checkbox"/>	TENNESSEE	Commissioner of Insurance
<input type="checkbox"/>	NEBRASKA	Director of Banking and Finance	<input checked="" type="checkbox"/>	TEXAS	Securities Commissioner
<input type="checkbox"/>	NEVADA	Secretary of State	<input type="checkbox"/>	UTAH	Director, Division of Securities
<input type="checkbox"/>	NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/>	VERMONT	Secretary of State
<input type="checkbox"/>	NEW JERSEY	Chief, Securities Bureau	<input type="checkbox"/>	VIRGINIA	Clerk, State Corp. Commissioner
<input type="checkbox"/>	NEW MEXICO	Director, Securities Division	<input type="checkbox"/>	WASHINGTON	Director of the Dept. of Licensing
<input type="checkbox"/>	NEW YORK	Secretary of State	<input type="checkbox"/>	WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/>	NORTH CAROLINA	Secretary of State	<input type="checkbox"/>	WISCONSIN	Commissioner of Securities
			<input type="checkbox"/>	WYOMING	Secretary of State

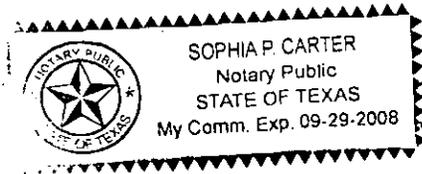
Dated this 1st day of February, 2007

Beleza Luxury Goods Inc.

By: *MBS*
Marcus Bernard Smith
President, CEO, CFO, and COA

CORPORATE ACKNOWLEDGEMENT

State of Texas)
County of Harris) ss.



On February 1, 2007, before me, Marcus Bernard Smith, of Beleza Luxury Goods Inc. personally appeared, Marcus Smith (is personally known to me or proved to me on the basis of satisfactory evidence) to be the Chief Executive Officer of the above named corporation and acknowledged to me that he, as an officer being authorized to so do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Signature: *Sophia Carter*

Notary Public/Commissioner of Oaths

My Commission Expires: 9-29-2008

(Seal)

END