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Tedesco & Landis, P.A.
Attorneys at Law

COMPSON FINANCIAL CENTER, SUITE 302
980 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

ROY S. TEDESCO
DANIEL M. LANDIS

TELEPHONE
(561) 391-5506
FACSIMILE
(561) 391-5676

April 3, 1997

VIA FEDEX
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: GENNARO & COMPANY, INC.
Our File No.: B-970086

800002133928-0
-04/04/97-01082-001
****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -1 PM 12:02

Dear Sir or Madam:

Enclosed are the following:

1. Original Articles of Incorporation for the named entity and one (1) duplicate copy.
2. Return, postage-prepaid envelope.
3. Tedesco & Landis, P.A. Operating Account check no. 3559 in the amount of \$122.50 made payable to "The Florida Department of State, Division of Corporations".

Kindly process the enclosed Articles as is customary, returning a conformed and certified copy of the Articles of Incorporation, together with an acknowledgement of filing, to this office in the enclosed, postage-prepaid envelope.

Should you have any questions with regard to the enclosed materials, or the contents of this letter, please contact the undersigned.

Very truly yours,
Roy S. Tedesco (FOR)
ROY S. TEDESCO

RST/vt
Enclosures
cc: Mr. and Mrs. Tom Gennaro (w/enc)
(letters\deptstate.fil)

Roy S. Tedesco GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Copy Supply*
DATE *4/2/97*
DOC EXAM *Dawn Brown*

D. DROWN APR - 7 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 12:02

040397(corporat\0086gen.art)

**ARTICLES OF INCORPORATION
OF
GENNARO & COMPANY, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: GENNARO & COMPANY, INC. The principal office, if known, or the mailing address of the Corporation is: 4752 N. Congress Avenue, Boynton Beach, FL 33462.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To operate a full-service hair salon including providing the services of manicures, pedicures and facials and the sale at retail of salon line hair products and related accessories.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 980 N. Federal Highway, Suite 302, Boca Raton, Florida 33432 and the name of its initial Registered Agent at that address is ROY S. TEDESCO, ESQ.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

<u>Director's Name</u>	<u>Address</u>
Ralph Breedlove	921 19th Street Boca Raton, FL 33486
Thomas Gennaro	12341 Tifton Court Boca Raton, FL 33428

Angela Gennaro

12341 Tifton Court
Boca Raton, FL 33428

Article 7. Incorporators. The name and address of each
Incorporator is as follows:

Incorporator's Name

Address

Roy S. Tedesco, Esq.

Tedesco & Landis, P.A.
980 N. Federal Hwy., Suite 302
Boca Raton, FL 33432

Article 8. Amendment. The Corporation reserves the right to
amend or repeal any provisions contained in these Articles of
Incorporation or any amendment to them, and any right conferred upon
the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of
Incorporation on this 3rd day of April, 1997.



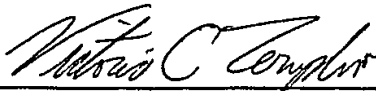
ROY S. TEDESCO, ESQ.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3rd day
of April, 1997 by ROY S. TEDESCO, as Incorporator, and he
(please check one)

is personally known to me OR
 has (have) produced _____ as
identification and he/she/they

(please check one)
 did take an oath
 did not take an oath.



Notary Public State of Florida

VICTORIA C. TOMPKINS
Printed Name of Notary Public

My commission expires:



VICTORIA C TOMPKINS
My Commission CC303437
Expires Jul. 18, 1998
Bonded by HAI
800-422-1659

**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 PM 12:03


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

/INC.

That GENNARO & COMPANY, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in its Articles of Incorporation, has named Roy S. Tedesco, Esq., located at 980 N. Federal Hwy., Suite 302, Boca Raton, Florida 33432, as its Agent to accept service of process within this State. The principal office of the corporation shall be: 4752 N. Congress Avenue, Delray Beach, FL 33462.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE COMPLETE AND PROPER PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.325, FLORIDA STATUTES.



ROY S. TEDESCO, Registered Agent

Date: APR 2, 1997
Telephone: (561) 391-5506