

99000037756



ACCOUNT NO. : 072100000032
REFERENCE : 032187 4333573
AUTHORIZATION : Patricia Pignato
COST LIMIT : \$ 35.00 70.00

ORDER DATE : November 13, 1998
ORDER TIME : 10:40 AM
ORDER NO. : 032187-005 300002687973--1
CUSTOMER NO: 4333573
CUSTOMER: Vincent Balardi, Esq
Morgenthau Greenes Goldfarb &
575 Lexington Avenue, 31st Fl.
New York, NY 10022

ARTICLES OF MERGER

HAIR CLUB FOR MEN, LTD.

INTO

HCM MERGER CORP.

FILED
98 NOV 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice
EXAMINER'S INITIALS:

RECEIVED
98 NOV 16 AM 11:26
TALLAHASSEE, FLORIDA

Janice
11/18



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1998

CSC
JANICE VANDERSLICE
TALLAHASSEE, FL

SUBJECT: HCM MERGER CORP.
Ref. Number: P98000037756

RESUBMIT

Please give original
submission date as file date.

We have received your document for HCM MERGER CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The total amount due is \$70.00.

Our records indicate the correct name of the entity in the State of Florida is HAIR CLUB FOR MEN LTD., INC. Please correct the name throughout the document.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 598A00055181

RECEIVED

98 NOV 18 PM 1:23

DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HAIR CLUB FOR MEN LTD., INC., a New York corporation, F98000000182

INTO

HCM MERGER CORP. which changed its name to

HAIR CLUB FOR MEN, LTD., INC., a Florida corporation, P98000037756.

File date: November 17, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
HAIR CLUB FOR MEN, LTD.,
AND
HCM MERGER CORP.

FILED
98 NOV 17 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto as and made a part hereof is the Plan and Agreement of Merger for merging Hair Club for Men Ltd., Inc., a New York corporation, with and into HCM Merger Corp., a Florida corporation.

2. The merger of Hair Club for Men Ltd., Inc., with and into HCM Merger Corp. is permitted by the laws of the jurisdiction of organization of Hair Club for Men Ltd., Inc. and is in compliance with said laws. The date of adoption of the Plan and Agreement of Merger by the Board of Directors and shareholders of Hair Club for Men Ltd., Inc. was October 30, 1998.

3. The Board of Directors of HCM Merger Corp. approved and adopted the aforesaid Plan and Agreement of Merger by written consent given on October 30, 1998 in accordance with the provisions of the Florida Business Corporation Act. The merger was adopted by the board of directors without shareholder action and shareholder action was not required.

4. Effective upon the effective time and date of the merger, the Articles of Incorporation of HCM Merger Corp., the surviving corporation, shall be amended to change the corporate name to Hair Club for Men, Ltd., Inc.

Executed on October 30, 1998

HAIR CLUB FOR MEN, LTD., INC.

By: _____
Seymour Sperling, President

HCM MERGER CORP

By: _____
Seymour Sperling, President

PLAN AND AGREEMENT OF MERGER of HAIR CLUB FOR MEN, LTD., Inc.

a New York corporation (sometimes referred to herein as "Hair Club") with and into HCM MERGER CORP., a Florida corporation (sometimes referred to herein as "HCM Merger").

WHEREAS, the Board of Directors and shareholders of Hair Club and the Board of Directors of HCM Merger deem it to be in the best interest of their respective corporations to authorize and effectuate the merger of Hair Club with and into HCM Merger on the terms and conditions set forth herein; and

WHEREAS, the Board of Directors and shareholders of Hair Club and the Board of Directors of Merger have each adopted and approved this Plan and Agreement of Merger and the merger contemplated hereby by unanimous written consents in lieu of special meeting both dated as of the 30th day of October, 1998.

NOW, THEREFORE, it is agreed as follows:

1. The name of each constituent corporation to the merger is HAIR CLUB FOR MEN LTD., INC., a New York corporation, and HCM MERGER CORP., a Florida corporation. The name of the surviving corporation is HCM MERGER CORP., a Florida corporation.

2. The number of outstanding shares of Hair Club, all of which are common shares, par value \$.01 per share, is Five Hundred Thousand (500,000), all of which are entitled to vote. There are no issued or outstanding shares of capital stock of HCM Merger.

3. The terms and conditions of the merger are as follows:

(a) Until altered, amended or repealed, as therein provided, the By-laws of HCM Merger as in effect immediately prior to the time the merger shall become effective, shall be the Bylaws of the surviving corporation.

(b) The Articles of Incorporation of HCM Merger as in effect immediately prior to the time the merger shall become effective, shall be the Articles of Incorporation of the surviving corporation, except that Article FIRST thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Hair Club for Men, Ltd., Inc."

and said Articles of Incorporation, as herein amended and changed, shall continue in full force and effect until further amended and changed in the manner prescribed by the Florida Business Corporation Act.

(c) All persons who immediately prior to the time the merger shall become effective are the officers and directors of Hair Club shall be and remain the like officers and directors of the surviving corporation to serve in accordance with the Bylaws of the surviving corporation and until their respective successors are elected and shall qualify.

(d) Each issued share of Hair Club shall, upon the effective date of the merger, be converted into one (1) share of HCM Merger, the surviving corporation. There are no issued shares of HCM Merger.

(e) When the merger shall become effective, the separate existence of Hair Club shall cease and said corporation shall be merged with and into HCM Merger, the surviving corporation, which shall continue to exist as said surviving corporation under the name Hair Club for Men, Ltd., Inc. pursuant to the provisions of the Florida Business Corporation Act. Such surviving corporation shall possess all of the assets, rights, privileges, powers and franchises

as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each constituent corporation, and all and singular, the rights, privileges, powers and franchises of each constituent corporation, and all property, real, personal and mixed, and all debts due to each constituent corporation on whatever account, as well as all other things in action or belonging to each constituent corporation shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as affectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said constituent corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of Hair Club shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

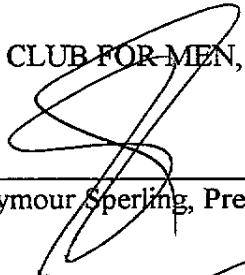
(f) The surviving corporation shall pay all expenses of effectuating the merger pursuant to this Plan and Agreement of Merger.

4. The officers and directors of each constituent corporation are empowered and directed to do and perform all such things and acts as they shall deem necessary or

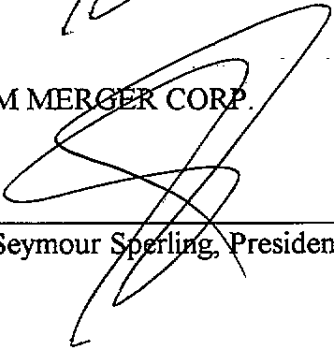
appropriate to effectuate the merger, their determination being conclusively evidenced by the doing and performing of such things and acts.

IN WITNESS WHEREOF, the undersigned have executed this document on the 30th day of October, 1998.

HAIR CLUB FOR MEN, LTD., INC.

By: 
Seymour Sperling, President

HCM MERGER CORP.

By: 
Seymour Sperling, President