

P98000037756

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Hair Club for Men of Indianapolis, Ltd. Merging into: Hair Club for Men,

0

0 DEC 20 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- Call If Problem
- Will Wait
- After 4:30
- Pick Up

Name _____ 12/20/01
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

EFFECTIVE DATE
12-31-01

Merger
12-21-01
SMT

Order#: 4999303
 200004734832--9
 -12/20/01--01055--012
 Ref#: *****78.75 *****78.75

RECEIVED
 01 DEC 20 PM 2:06
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

HAIR CLUB FOR MEN OF INDIANAPOLIS, LTD., an Indiana corporation not
qualified in Florida

INTO

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

File date: December 20, 2001, effective December 31, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>HAIR CLUB FOR MEN, LTD., INC.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Hair Club for Men of Indianapolis, Ltd.</u>	<u>Indiana</u>
_____	_____
_____	_____
_____	_____

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Third: The Plan of Merger is attached.

EFFECTIVE DATE

12-31-01

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 15, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 15, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

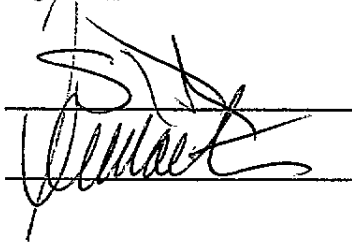
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

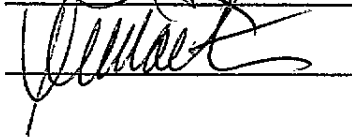
Typed or Printed Name of Individual & Title

Hair Club for Men,
Ltd., Inc.



Susan Tapply, President

Hair Club for Men of
Indianapolis, Ltd.



Leslie E. Martin, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Hair Club for Men, Ltd., Inc.	Florida

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
Hair Club for Men of Indianapolis, Ltd.	Indiana

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Effective upon the merger, the issued and outstanding shares of the subsidiary shall be cancelled without consideration. The issued and outstanding shares of the surviving parent corporation shall remain unchanged and shall not be converted in any manner.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached sheet

ADDITIONAL PROVISIONS RELATING TO MERGER

1. The By-laws of the parent corporation as in effect immediately prior to the time the merger shall become effective, shall be the Bylaws of the surviving corporation.

2. The Articles of Incorporation of the parent corporation as in effect immediately prior to the time the merger shall become effective, shall be the Articles of Incorporation of the surviving corporation.

3. All persons who immediately prior to the time the merger shall become effective are the officers and directors of the parent corporation 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.

4. When the merger shall become effective, the separate existence of the subsidiary corporation shall cease and said subsidiary corporation shall be merged with and into the parent corporation, which shall continue to exist as said surviving corporation. 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 the subsidiary corporation 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.