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MERGER OR SHARE EXCHANGE

HAIR CLUB FOR MEN, LTD., INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

68.75

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Corporate Filing

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EFFECTIVE DATE
12/31/05

GP

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Hair Club Management Company, LLC	DE	Limited liability

1515 S. Federal Highway, Suite 401
 Boca Raton, FL 33432

Florida Document/Registration Number: _____

FEI Number: 54-2032273

2. _____

Florida Document/Registration Number: _____

FEI Number: _____

3. _____

Florida Document/Registration Number: _____

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(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Half Club For Men, Ltd., Inc. 1515 S. Federal Highway, Suite 401 Boca Raton, FL 33432	FL	For Profit Corporation

Florida Document/Registration Number: P98000037756 FEI Number: 13-286772

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.203, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

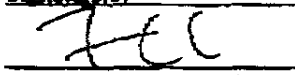



December 31, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Hair Club Management Company, LLC		By: Fraser Clarke, President & CEO
		By: R. Michael Brisson, Senior VP
Hair Club For Men, Ltd., Inc.		Fraser Clarke, President & CEO
		R. Michael Brisson, Senior VP

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(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

OF

**Hair Club Management Company, LLC
(a Delaware Limited Liability Company)**

INTO

**Hair Club For Men, Ltd., Inc.
(A Florida corporation)**

1. The exact name and jurisdiction of the merging party is Hair Club Management Company, LLC, a limited liability company formed under the laws of the state of Delaware.
2. The exact name and jurisdiction of the surviving party is Hair Club For Men, Ltd., Inc., a for-profit corporation of the State of Florida and the Single Member of Hair Club Management Company, LLC.
3. The terms and conditions of the merger are as follows:

A. Hair Club For Men, Ltd., Inc., a Florida business corporation, hereby merges Hair Club Management Company, LLC into Hair Club for Men, Ltd., Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of formation of Hair Club Management Company, LLC.

B. The separate existence of Hair Club Management Company, LLC shall cease at the effective time and date of the merger pursuant to the provisions of the Delaware Limited Liability Act; and Hair Club For Men, Ltd., Inc. shall continue its existence as the surviving corporation pursuant to the provisions of Florida Business Corporation Act.

C. Each interest in Hair Club Management Company, LLC issued and outstanding immediately prior to the Effective Date of the Merger (constituting the only issued and outstanding class of capital interest of Hair Club Management Company, LLC), shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without any consideration being issued or paid therefor.

D. The Board of Directors and the proper officers of Hair Club For Men, Ltd., Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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IN WITNESS WHEREOF, this Plan of Merger is hereby signed upon behalf of each of the constituent entities thereto.

Dated: December 15, 2005

HAIR CLUB MANAGEMENT COMPANY, LLC

By: Hair Club For Men, Ltd., Inc.
Its Single Member

By: [Signature]
Fraser Clarke, President & CEO

By: [Signature]
R. Michael Brisson,
Senior Vice President

Dated: December 15, 2005

HAIR CLUB FOR MEN, LTD., INC.

By: [Signature]
Fraser Clarke, President & CEO

By: [Signature]
R. Michael Brisson,
Senior Vice President

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