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2007 APR -5 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SHAMPOLOGY SALON AND SUPPLY, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: THE HEYER GROUP, INC.

Name (Printed or typed)

1611 MICHIGAN AVENUE, NO. 15

Address

MIAMI BEACH, FLORIDA 33139

City, State & Zip

(786) 355-8361

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SHAMPOLOGY SALON AND SUPPLY, INC
A Florida Profit Corporation
(Pursuant to Chapter 607 of the Florida Statutes)**

The undersigned person has signed this document for the purpose of forming a corporation under the laws of Florida and adopts the following Articles of Incorporation.

1. NAME: The name of this corporation is SHAMPOLOGY SALON AND SUPPLY, INC.

PURPOSE AND POWERS: This Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

This corporation shall have the broad general powers set forth in Chapter 607, Florida Statutes, and the purpose for which this corporation is organized is:

ANY AND ALL LAWFUL ACTIVITY

2. AUTHORIZED SHARES: The Corporation shall have the authority to issue 500 shares of common stock. The par value of the stock is \$1.00

3. PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION: The principal place of business and mailing address of the corporation shall be:

Principal Place of Business

533 NW 44TH STREET
MIAMI, FLORIDA 33132

Mailing Address

533 NW 44TH STREET
MIAMI, FLORIDA 33132

4. INITIAL OFFICERS: The initial officer(s) shall consist of 2 persons, who shall serve until the first annual meeting of the shareholders, and whose names and addresses are:

DANNY DILLON
533 NW 44TH STREET
PRESIDENT, TREASURE

NURY LOPEZ
3355 NE 13TH CIRCLE DRIVE, SUITE 101
VICE PRESIDENT, SECRETARY

5. INITIAL DIRECTORS: The initial director(s) shall consist of 1 person, who shall serve until the first annual meeting of the shareholders, and whose names and addresses are:

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TALLAHASSEE, FLORIDA

DANNY DILLON
533 NW 44TH STREET
DIRECTOR

- 6. REGISTERED AGENT:** The name and Florida street address of the Registered Agent of the Corporation is:

DANNY DILLON
533 NW 44TH STREET
MIAMI, FLORIDA 33132

- 7. INCORPORATOR:** The name and address of the incorporator is:

THE HEYER GROUP, INC
1611 MICHIGAN AVENUE, NO 15
MIAMI BEACH, FLORIDA 33139

- 8. EFFECTIVE DATE:** These Articles are to be effective the date of filing unless otherwise specified below:

9. CORPORATE CAPITALIZATION

- 9.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 9.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 9.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 9.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 9.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 9.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

10. SUB-CHAPTER S CORPORATION - The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Service Code of 1986, as amended.

10.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

10.2 After this corporation has elected to be an S Corporation, none of the Shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

10.3 Once the Corporation has elected to be an S-Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

11. SHAREHOLDERS' RESTRICTIVE AGREEMENT – All of the shares of stock of this Corporation may be subject to the Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principle office of the Corporation.

12. POWERS OF THE CORPORATION – The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

13. TERM OF EXISTENCE – This Corporation shall have perpetual existence.

14. REGISTERED OWNER(S) - The Corporation, to the extent permitted by law, shall be entitled to treat the person whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

15. BY LAWS – The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to an majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

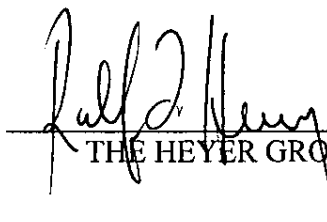
16. AMENDMENT – The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner

now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

17. INDEMNIFICATION – The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a directors, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of initial disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the existence of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation on:

Date: 04/02/07

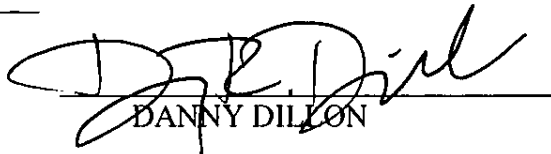


THE HEYER GROUP, INC

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: 03 APR 07


DANNY DILLON