

538049

SALLY
CORPORATION

April 18, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 23 PM 3:05

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/23/01--01120--010
*****43.75 *****43.75

Reference:

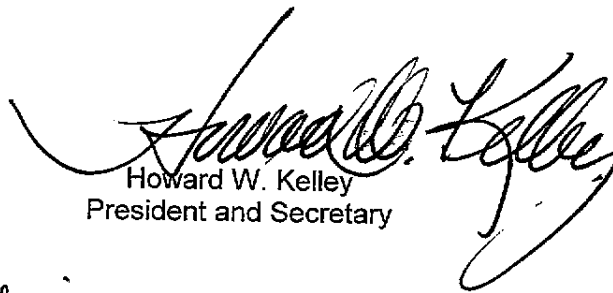
Articles of Amendment
to
Articles of Incorporation
of

Sally Industries, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation as attached.

This amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Enclosed is a check in the amount of \$43.75 which covers the filing fee cost and the cost of one certified copy of the filing.


Howard W. Kelley
President and Secretary

*Howard Kelley gave Authorization
to re-title second pg. of Doc.
5/2 JB*

SEAL

Amended & Restated

V. SHEPARD MAY 3 - 2001

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SALLY INDUSTRIES, INC.**

ARTICLE I

The name of this Corporation shall be Sally Industries, Inc.

ARTICLE II

The corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV

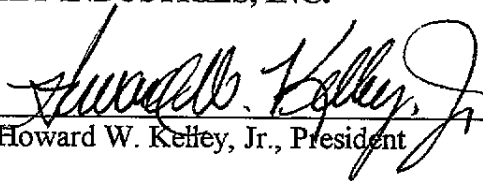
This Corporation is authorized to issue Five Million (5,000,000) shares of common stock, all of which shall be of the par value of Ten Cents (\$.10) per share. The Board of Directors of this Corporation may elect at any time to redeem the issued and outstanding common stock of any shareholder who owns less than one thousand (1,000) shares of stock in the aggregate. The shares shall be redeemed pursuant to procedures set forth in the Bylaws of this Corporation.

ARTICLE V

The street address of the registered agent is 1800 First Union National Bank Tower, 225 Water Street, Jacksonville, Florida 32202 and the registered agent of the Corporation at that address is Smith Hulsey & Busey.

IN WITNESS WHEREOF, Sally Industries, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its President this 16 day of April, 2001.

SALLY INDUSTRIES, INC.

By: 

Howard W. Kelley, Jr., President

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CERTIFICATE
OF
**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
SALLY INDUSTRIES, INC.**

A. The name of this Corporation is Sally Industries, Inc.

B. Amendments to the Articles of Incorporation were adopted on April 16, 2001, by the holders of a majority of the issued and outstanding common stock of this Corporation to amend Article IV of the Articles of Incorporation to provide that the shares of common stock of the Corporation owned by any shareholder owning less than one thousand shares are redeemable at any time by the action of the Board of Directors and to delete Article VI. Article IV, as amended, shall read as follows:

"ARTICLE IV

This Corporation is authorized to issue Five Million (5,000,000) shares of common stock, all of which shall be of the par value of Ten Cents (\$.10) per share. The Board of Directors of this Corporation may elect at any time to redeem the issued and outstanding common stock of any shareholder who owns less than one thousand (1,000) shares of stock in the aggregate. The shares shall be redeemed pursuant to procedures set forth in the Bylaws of this Corporation."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The holders of the common stock of this Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval.

D. The Amended and Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments and restatements to them.

E. The shareholders of this Corporation have approved the amendment and restatement of the Articles of Incorporation, as follows: