

F00000001818

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

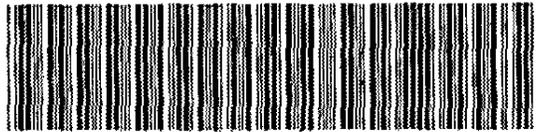
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HCM USA, INC.
(Name of corporation)

DOCUMENT NUMBER: F00000001818

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PHYLLIS KIRSCHNER
(Name of person)

HAIR CLUB FOR MEN, LLC
(Name of firm/company)

1515 S. FEDERAL HIGHWAY, SUITE 401
(Address)

BOCA RATON, FL 33432
(City/state and zip code)

For further information concerning this matter, please call:

PHYLLIS KIRSCHNER at (561) 361-7600 x. 3462
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
 - \$43.75 Filing Fee & Certificate of Status
 - \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
 - \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
- + \$750.00
\$785.00

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 5, 2004

Phyllis Kirschner
Hair Club for Men, LLC
1515 S. Federal Highway, Ste. 401
Boca Raton, FL 33432

SUBJECT: KAE-TECH USA, INC.
Ref. Number: F00000001818

We have received your document for KAE-TECH USA, INC. and check(s) totaling \$785.00. However, your check(s) and document are being returned for the following:

Per our phone conversation, the reinstatement and amendment are being returned. The reinstatement must be signed by the registered agent even if a new agent is not being designated. Also as we discussed the \$150 annual report fee for 2004 must be paid the the reinstatement is not returned and filed by January 16, 2004.

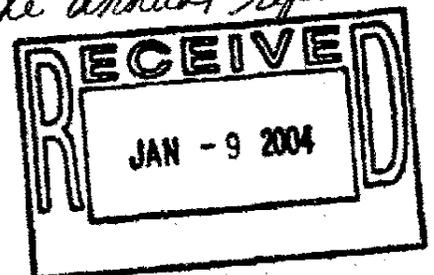
Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 404A00000235

1/14/04
Please see attached completed forms & check in the amount of \$ 935.00, which shall also cover the annual report fee for 2004.
Phyllis Kirschner
T- 561-361-7600



PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F 00000001818
(Document number of corporation (if known))

1. KAE-TECH USA, INC.
(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE
(Incorporated under laws of)

3. 3/31/00
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 3/3/03

5. HCM USA, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

David E. O'Toole
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
DAVID E. O'TOOLE
(Typed or printed name of person signing)

12/29/03
(Date)
VP, FINANCE
(Title of person signing)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

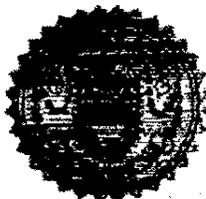
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KAE-TECH USA, INC.", CHANGING ITS NAME FROM "KAE-TECH USA, INC." TO "HCM USA, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 2003, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3199127 8100

030138416

AUTHENTICATION: 2284532

DATE: 03-03-03

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- First: That in lieu of a meeting of the Board of Directors of Kao-Tech USA, Inc., unanimous resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:
Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is HCM USA, Inc."

- Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favour of the amendment.
- Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.
- Fifth: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on February 27, 2003 for accounting purposes only.

IN WITNESS WHEREOF, said Kao-Tech USA, Inc. has caused this certificate to be signed by Sandra S. Cowan, its Vice-President*, this 27th day of February, 2003.

Kao-Tech USA, Inc.

By  _____
Sandra S. Cowan, Vice-President

*Any authorized officer or the Chairman or Vice-Chairman of the Board of Directors may execute this certificate.