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2003 AUG 11 P 12:17

Akerman Senterfitt
ATTORNEYS AT LAW

Boca Raton
Fort Lauderdale
Jacksonville
Miami
Orlando
Tallahassee
Tampa
West Palm Beach

Wachovia Center, Suite 1500
100 South Ashley Drive
Tampa, Florida 33602-5311
www.akerman.com
813 223 7333 *tel* 813 223 2837 *fax*

August 5, 2003

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Salon Del Exito
Our File No.: 32221-135062

Dear Sir/Madam:

We represent Salon Del Exito, Sociedad Limitada, a/k/a Salon Del Exito, S.C., a single member limited company incorporated in the country of Spain (the "Corporation"). We are pleased to enclose the following documents in connection with the Corporation's qualifications to do business in the State of Florida:

1. Transmittal letter and Application by Foreign Corporation for Authorization to Transact Business in Florida, signed by the registered agent and president of the Corporation;

2. Certified copy of the Corporation's organizational documents, translated from Spanish to English by ALTA Language Services, Inc.;

3. A check in the amount of $87.50, filing fee – Certificate of Status & Certified Copy.

As you will see from the enclosed, the Corporation was created in Spain, under Spanish law. Should you have any questions, please feel free to contact us.

Very truly yours,

AKERMAN SENTERFITT

Jeffrey M. Gad

JMG/cv
Enclosures

{TP104783;1}

Akerman Senterfitt
ATTORNEYS AT LAW

Boca Raton
Fort Lauderdale
Jacksonville
Miami
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Tallahassee
Tampa
West Palm Beach

Wachovia Center, Suite 1500
100 South Ashley Drive
Tampa, Florida 33602-5311

www.akerman.com

813 223 7333 *tel* 813 223 2837 *fax*

August 10, 2004

Secretary of State
Registration Section
Attention: Diane
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Salon Del Exito
Your Ref. Number: W03000023644
Our File No.: 32221-135062

Dear Diane:

As a follow up to your conversation with Debbie Evans of my office earlier today regarding Salon Del Exito, Sociedad Limitada, a/k/a Salon Del Exito, S.L. (the "*Corporation*"), we are enclosing the following documents in connection with the Corporation's qualifications to do business in the State of Florida:

1. Copy of Florida Department of State Division of Corporations' letter dated August 20, 2003.

2. Copy of our transmittal letter dated August 5, 2003.

3. Original documents from Spain, as requested in Florida Department of State, Division of Corporations' letter dated August 20, 2003.

4. Copy of Transmittal letter and Application by Foreign Corporation for Authorization to Transact Business in Florida, signed by the registered agent and president of the Corporation; and

5. Copy of Certified copy of the Corporation's organizational documents, translated from Spanish to English by ALTA Language Services, Inc.

Thank you for your assistance in this regard. Should you have any questions, please feel free to contact us.

Very truly yours,

AKERMAN SENTERFITT

Jeffrey M. Gad

JMG/jb
Enclosures
cc: Mr. Peter Barham (w/out enclosures)
Mr. R. Keith Chandler (w/out enclosures)
Joseph W.N. Rugg, Esq. (w/out enclosures)

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Salon Del Exito, Sociedad Limitada
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Joseph W.N. Rugg, Esquire
(Name of Person)

Akerman Senterfitt
(Firm/Company)

100 South Ashley Drive
(Address)

Tampa, Florida 33602-5311
(City/State and Zip code)

For further information concerning this matter, please call:

Jeffrey M. Gad, Esq. at (813) 209-5013
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☒ $87.50 Filing Fee, Certificate of Status & Certified Copy

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 20, 2003

JOSEPH W.N. RUGG, ESQ.
100 SOUTH ASHLEY DRIVE
TAMPA, FL 33602-5311

SUBJECT: SALON DEL EXITO, SOCIEDAD LIMITADA
Ref. Number: W03000023644

We have received your document for SALON DEL EXITO, SOCIEDAD LIMITADA and your check(s) totaling $87.50. However, the document has not been filed and is being retained in this office for the following:

We must have the original documents from Spain also.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 203A00047171

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Salon Del Exito, Sociedad Limitada
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Spain
(State or country under the law of which it is incorporated)

3. B-61,360,152
(FEI number, if applicable)

4. April 2, 1997
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Calle Corceg, 368, 6th Floor, Barcelona, Spain
(Principal office address)

c/o Akerman Senterfitt
100 South Ashley Drive, Tampa, Florida 33602-5311
(Current mailing address)

8. To engage in any lawful activity for which corporations may be formed, in accordance with the Corporation's Bylaws, and in accordance with the laws of the State of Florida ~~and the Country of Spain.~~
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Joseph W.N. Rugg, Esquire

Office Address: 100 South Ashley Drive

Tampa, Florida, Florida 33602-5311
(City) (Zip code)

FILED
2004 AUG 11 P 12: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: Leslie George Spears (Sole Director/Administrator)

Address: Millennium Point Broadfields Aylesbury Buckinghamshire HP19 8YH (United Kingdom)

Vice Chairman:

Address:

B. OFFICERS

President: Leslie George Spears

Address: Millennium Point Broadfields Aylesbury Buckinghamshire HP19 8YH (United Kingdom)

Vice President:

Address:

State:

Address:

Treasurer:

Address:

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Leslie George Spears, Chairman/Administrator

(Typed or printed name and capacity of person signing application)

[seal]

TAX IDENTIFICATION
MINISTRY OF ECONOMICS AND THE TREASURY
GENERAL ADMINISTRATION OF TAX INFORMATION
Identification Code B61360152

Name or Company Purpose:	SALON DEL EXITO, SL
Company Legal Address:	CR ISTAN, FINCA EL PINILLO 8 ISTAN 23011 MALAGA
Legal Tax Address:	CR ISTAN, FINCA EL PINILLO 8 ISTAN 29611 MALAGA
Main Activity: CNAE	930
Administration:	28069

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

This is to certify that this is a true and accurate translation of the original Spanish document, to the best of my knowledge.

Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

ALTA

Joan Rúbies Mallol

NOTARY

[illegible]
April 21, 1997

527453 April 21, 1997

[seal]
TRADE REGISTRY
BARCELONA
TIME: 1:14 p.m.
SUBMISSION DATE: MAY 23, 1997
058424 DAILY: [illegible] ENTRY: 3518

Number: 1583

Date: April 2, 1997

INCORPORATION OF A SINGLE-MEMBER, LIMITED COMPANY
APPOINTMENT OF AN ADMINISTRATOR

SALON DEL EXITO, S.L.

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

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PAPER EXCLUSIVELY FOR NOTARIZED DOCUMENTS

[seals]
2A3769962
STATE SEAL 25 PTA JOAN RUBIES MALLOL

NOTARY
Avenida Diagonal 407
Tel: 416 16 26 – Fax: 416 03 37
08008 BARCELONA

[illegible]
NOTARY OFFICE OF JOAN RÚBIES MALLOL
[illegible]
BARCELONA

NUMBER ONE THOUSAND FIVE HUNDRED EIGHTY-THREE
INCORPORATION OF A SINGLE-MEMBER, LIMITED COMPANY
APPOINTMENT OF AN ADMINISTRATOR
"SALON DEL EXITO, S.L."

In Barcelona, [the city of] my residence, on April second, nineteen hundred ninety-seven,

before me, JOAN RÚBIES MALLOL, Notary of the Distinguished Association of Barcelona,

APPEARED:

MS. CARLOTA MASDEU TOFFOLI, born on February 6, 1966, married under
a regime of separation of assets, also in Barcelona, Calle Ravella, No. 8, Penthouse 2, with DNI No. 46.227.210-Q.

ACTING:

in the name and representation of "THREE SIX FIVE LIMITED", a company of British nationality, with its legal address at Vine Tree House, The Back Street,

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

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Wendover, Bucks, IIP22 6EB, established under English law and registered in England under No. 1963398.

LEGITIMIZATION:

In the exercise of the authority that has been demonstrated to me, annotated, granted before Mr. Keith Francis Croft Baker, Notary in London, on February 10, 1997, under No. 52/24391 of his registry, which I deem sufficient for this execution, for substantive and formal purposes, and have had incorporated into this original, so that it may form an integral part thereof.

He, in my opinion, in his actions, holds the legal capacity necessary to execute these articles of incorporation establishing the company and

HEREBY STATES:

I. That the Company, THREE SIX FIVE LIMITED, has decided to establish a limited company of Spanish nationality which shall be named, SALON DEL EXITO, S.L.

II. That no other company exists in the Company Register under such a name, a fact which has been accredited by means of the timely certification of the register, which has been submitted to me and which I have appended to this original, in order to transcribe it in its copies.

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

This is to certify that this is a true and accurate translation of the original Spanish document, to the best of my knowledge.

Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

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STATE SEAL 25 PTA

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NOTARY OFFICE OF JOAN RÚBIES MALLOL
[illegible]
BARCELONA

III. And by virtue of the foregoing,

HEREBY GRANTS:

FIRST. INCORPORATION. The lady appearing in the name and in representation of her authorizing party, as a sole partner, hereby establishes a single-member company of limited liability, of Spanish nationality, which is called, "SALON DEL EXITO, S.L." and which shall be governed by the Limited Liability Companies Act, other applicable legal provisions and, in particular, the bylaws submitted to me and, following the thorough reading I have made of such bylaws, she approved and signed them in my presence and I have had them recorded with this original, issued on eight pages of ordinary paper.

The Company, as long as the single-member situation persists, must have its single-member status expressly stated in all its documentation, correspondence, purchase orders and invoices, as well as in all announcements that must be published due to legal or statutory provisions.

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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ALTA Language Services, Inc.
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Atlanta, GA 30326
(404) 504-0200

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SECOND. SUBSCRIPTION AND DISBURSEMENT. The capital stock is TWO MILLION PESETAS, divided into TWO THOUSAND equal, participatory, cumulative and indivisible holdings, of ONE THOUSAND PESETAS each of nominal value, correlatively numbered on a unit basis, which is entirely subscribed and disbursed by the founding partner, who has contributed the amount of TWO MILLION PESETAS in cash, granted in payment of the TWO THOUSAND participatory holding numbers from one through two thousand, into which the capital stock has been divided.

The aforementioned monetary contribution has been deposited into an account, No. 20.20635.6, opened in the name of the Company to be incorporated, at Lloyds Bank (BLSA) LTD, Barcelona Branch, as demonstrated by the founding partner by means of a certification submitted to me, which I have appended to this original.

By virtue of which the capital stock is hereby declared to be totally subscribed and disbursed.

The appearing party has submitted to me a printed form, MC-1A, to stamp and submit to the Ministry of Economics and the Treasury, General Administration of International Economics and Foreign Transactions, which I have had recorded in the original that precedes the sample

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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(404) 504-0200

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NOTARY OFFICE OF JOAN RÚBIES MALLOL
[illegible]
BARCELONA
[initials]

"COPY" of such a communication.

THIRD. DESIGNATION OF AN ADMINISTRATOR. The Company shall be run and administrated by a singe administrator, for which Mr. LESLIE GEORGE SPEARS, of English nationality, born on July 27, 1937, single, with his legal address at "The Cottage", Vine Tree House Gardens, The Back Street, Wendover, Bucks, IIP22 6EB, with British Passport No. 500190482, issued on October 24, 1996, currently valid, is hereby designated to occupy this position for a statutory term of ten years.

I have informed the appearing party of the need for Mr. Spears to accept the position of Administrator for which has been appointed.

FOURTH. STARTUP OF ACTIVITIES. The Company shall begin operation as determined in its bylaws. As a result, it is hereby agreed to expressly authorize the designated Administrator, relative to the provisions of Art. 11 of the Limited Liability Companies Act, in the following manner:

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

ALTA

a) The acts and contracts concluded with third parties by the designated Administrator prior to the registration of the Company, within the context of its [illegible] authorities, shall be automatically accepted and assumed by the Company, by the mere act of registering in the Company in the Trade Register.

b) He may perform the acts and execute the contracts that the pursuit of the activity of the company, which constitutes the company purpose, makes necessary or simply useful, especially in its internal and organizational arrangement, as well as the granting, modification and revocation of all kinds of authorities.

FIFTH. INCOMPETENCE. No persons involved in legal action on incompetence may occupy positions in the Company.

The registration, possibly of a partial nature, of this document in the Trade Register has been requested, as well as, if applicable, its return without any other notes in the same registration as the one presented.

Likewise, the registration in the Trade Register of the single-member nature of this Company has been requested.

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
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PAPER EXCLUSIVELY FOR NOTARIZED DOCUMENTS

[seals]

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STATE SEAL 25 PTA

[illegible]

NOTARY OFFICE OF JOAN RÚBIES MALLOL

[illegible]

BARCELONA

[initials]

Thus stated, after having informed her of legal and tax reservations and warnings, especially concerning the obligatory nature of registering this *document in the Trade Register; and after having this document read* by me, the Notary, to the appearing party, as she has relinquished her right to do so for herself, the appearing party has granted her consent and signed with me, whom I certify I have identified by means of her identity documents presented to me and reviewed during her appearance and from the contents of this public document, issued on four pages of paper exclusively for notarized documents, No. 2A3770950, the two prior documents, in correlative order, and the page of this document.

The signatures of the appearing parties follow. Marked and signed by JUAN RÚBIES MALLOL = ENDORSED AND SEALED.

RECORDED DOCUMENTS

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

ALTA

[seals]
STATE SEAL 25 PTA

[illegible]
NOTARY OFFICE OF JOAN RÚBIES MALLOL
[illegible]
BARCELONA
[initials]

Certification No. 97049054

Mr. Jose Luis Benavides del Rey, Central Trade Registrar,
[illegible] the interested party by:
[illegible] THREE SIX FIVE, LTD.
[illegible] an application prepared on 03/06/1997 and entry No. 97049512,

I hereby certify: That the name

SALON DEL EXITO, S.L.

is NOT REGISTERED.

As a result, this name has been reserved in favor of the aforementioned interested party, for a period of fifteen months, counted as of this date, in accordance with the provisions of Art. 412.1 of the Regulations of the Trade Register.

Madrid, March seventh, nineteen hundred ninety-seven.

REGISTRAR

[signature]

[seal]
CENTRAL TRADE REGISTER
[illegible]
MADRID

NOTE: This certification shall be valid, for purposes of conferring this document, for TWO MONTHS, counted as of its date of issue, in accordance with the provisions of Art. 412.1 of the Regulations of the Trade Register.

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

This is to certify that this is a true and accurate translation of the original Spanish document, to the best of my knowledge.

Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

ALTA

COMPANY BYLAWS[1]

SECTION I

NAME, PURPOSE, DURATION AND LEGAL ADDRESS

ARTICLE 1 – The company is named

"SALON DEL EXITO, SOCIEDAD LIMITADA"

ARTICLE 2 – The purpose of the company is

a) The marketing, trade and distribution of hairdressing, perfumery, hygiene, *beauty and cosmetic products*,

b) Activities intrinsic to beauty salons and institutes, as well as ladies' and gentlemen's hairdressing, by means of direct or indirect operation of the establishments indicated, as well as the provision of counseling services and management of establishments dedicated to beauty or hairdressing salons, either internally or of third parties,

c) The provision of technical counseling services on economic, financial, business, accounting and commercial subjects and, in general, counseling, both to physical persons and legal entities, related to the activities described in Par. a) and Par. b) above,

d) The provision of training and advanced, non-degree courses on subjects regarding business management, marketing and hairdressing,

[1] Translator's Note: "Estatutos de la Sociedad" can also be translated as Articles of Incorporation.

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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(404) 504-0200

ALTA

e) [stricken] The acquisition, [illegible], management, promotion, operation under lease or in any other manner, purchase and sale of all kinds of movable and immovable assets, including activities that require special legislation,

f) Participation, either direct or indirect, in companies, trading or otherwise, legal entities and, in general, any kind of entity with a legal status, with an identical, analogous or supplementary purpose, both during and after its establishment.

ARTICLE 3 – All activities, for the exercise of which the Law requires special requirements that are unmet by this Company, are hereby excluded from the company purpose.

If legal provisions require a professional degree, administrative authorization or registration in Public Registries for exercising any activity included within the company purpose, such an activity must be performed by persons holding such a professional degree and, if necessary, it may not be begun before such administrative requirements have been met.

ARTICLE 4 – The Company is of indefinite duration and its operations shall begin as of the date the deed of establishment is enacted.

ARTICLE 5 – The closing date of the company business year shall be December 31 of each year.

ARTICLE 6 – The Company's legal address is hereby established at Calle Córceg, 368, 6th floor, in Barcelona.

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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ARTICLE 7 – The capital stock is TWO MILLION PESETAS (2,000,000 ptas.), divided into 2,000 participatory holdings, numbered from 1 through 2,000, of a nominal value of ONE THOUSAND PESETAS each, non-cumulative and indivisible, that may neither be incorporated into negotiable bonds, nor called shares. The capital stock is entirely subscribed and paid out.

SECTION II

REGIME ON COMPANY PARTICIPATION

ARTICLE 8 – The participatory holdings are subject to the legally prescribed regime.

The transfer of participatory holdings and the establishment of the real pledging right must be recorded in a public document. The establishment of other real rights must be recorded in a public document.

Rights with regard to the Company may be exercised as long as the Company is aware of the transfer or establishment of the encumbrance.

The Company shall keep a register of partners that any partner may examine and from which the holders may obtain certification of any rights recorded in their name.

ARTICLE 9 – The transfer of participatory holdings shall be governed by the provisions of Art. 28 and subsequent legal provisions. As a result, the voluntary transfer of participatory holdings by means of *inter-vivos* acts between partners or in favor of the spouse, ancestors or descendants of the partner or of Companies belonging to the same group as the transfer, as well as transfers due to a death.

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on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

ALTA

ARTICLE 10 – In case of USUFRUCT on participatory holdings, the status of partner resides in the bare proprietor, but the limited owner shall be entitled in any case to dividends paid out by the Company during usufruct. In case of a PLEDGE, the exercise of the partner's rights shall fall to the proprietor.

SECTION III

COMPANY BODIES

ARTICLE 11 – The company bodies are the General Meeting and the Administrators, which, in cases unforeseen by these Bylaws, shall be governed by the provisions of Art. 43 and subsequent legal provisions.

ARTICLE 12 – **GENERAL MEETING.** The partners meeting in the General Meeting shall pass resolutions, by legal majority, on internal matters falling under the competence of the Meeting.

ARTICLE 13 – **CALL TO MEETING.** The General Meeting shall be called by the Administrators, or liquidators, if any, by means of individual and written notification to all partners, to the legal address shown in the record book, by certified mail with proof of receipt.

ARTICLE 14 – **ATTENDANCE AND REPRESENTATION.** All partners are entitled to attend the General Meeting on their own behalf or to be represented by another person, whether or not a partner. Such representation shall encompass the totality of the represented party's participatory holdings, must be granted in writing and, if not recorded in a public document, must be special for each Meeting.

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

ALTA

ARTICLE 15 – **ADMINISTRATORS.** The General Meeting shall entrust the administration of the Company to a single Administrator, two co-surety Administrators and several jointly liable Administrators, with a maximum of five, or to a Managing Board.

ARTICLE 16 – The status of a partner is not required for being appointed as an Administrator.

ARTICLE 17 – The administrators shall perform their duties for a period of TEN YEARS, and may be reelected indefinitely for equivalent terms.

Administrators may be dismissed from their positions by the General Meeting even if the dismissal is not on the Agenda.

ARTICLE 18 – The representation of the Company and its legal and extralegal representation shall fall to the Administrators and shall cover all acts included in the company purpose, allowing without restriction:

a) The purchase, provision, transfer, recording of all kinds of movable and immovable assets, as well as the establishment, acceptance, modification and extinguishment of all kinds of personal and real rights, including mortgages,

b) The granting of all kinds of acts, contracts or legal business, with the pacts, clauses and conditions deemed opportune to establish; the settlement and negotiation of arbitrations; taking part in tenders and invitations to bid, making proposals and accepting awards. Acquiring, recording and transferring by any means and in general, performing any operations on shares, participatory holdings, obligations to others, securities, as well as performing any acts resulting in participation in other companies, in accordance with its constitution or subscribing shares or participatory interests in capital increases or other securities issues,

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

This is to certify that this is a true
and accurate translation of the
original Spanish document, to the
best of my knowledge.

Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

ALTA

c) The administration of movable and immovable assets; making building and planning statements, demarcating boundaries, material divisions, mortgage modifications, arranging, modifying and extinguishing pledges and any other kinds of transfers of use and enjoyment,

d) The issue, acceptance, endorsement, intervention of and objection to exchange letters and other transfer documents,

e) Accepting money in loan or credit, acknowledging debt and credit,

f) The provision, maintenance, opening and cancellation of accounts and deposits of any kind in any kind of Credit and Savings Entities, Banks, including those of Spain, and other Banks, Institutions and Official Bodies, performing all acts permitted under legislation and banking practices,

g) Granting employment, transportation and business location transfer contracts; withdraw and forward stock, deliveries and drafts,

h) Appearing before any kind of court of any jurisdiction and with all kinds of Public Bodies, of any nature, and in all kinds of judgments and proceedings; bring an action, including annulment, review or nullity, ratify documents and relinquish proceedings, either directly or through Lawyers, on those acts conferred by appropriate authorizations,

i) Direct the business organization of the Company and its business, appointing and dismissing employees and representatives,

j) Granting and signing all kinds of public and private documents; withdraw and charge any entity or fund of any public or private body, signing payment letters, receipts, invoices and releases to such an end,

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k) *Granting, modifying and revoking any kind of authorization.*

ARTICLE 19 – The Administrator's position is unpaid.

ARTICLE 20 – MANAGING BOARD

The Managing Board, if any, shall be made up of a minimum of three and a maximum of seven members.

The Board shall remain effectively established if half of its members, plus one, are present or represented by another Board Member at the meeting. Representation shall be granted by means of a letter addressed to the President. Agreements shall be adopted by an absolute majority vote of those in attendance at the meeting, which must be convened by the President or Vice President, as the case may be. Voting in writing and without a meeting shall be valid if no Board Member is opposed to it. In case of a tie, the personal vote of the President is decisive.

The Board shall meet at the discretion of its President, or on the own initiative of or if requested by two of its members. The call to meeting shall be made by means of a letter or telegram addressed to all and each of its members, with twenty-four hours' notice.

A President and Secretary shall be appointed from among its members.

SECTION IV

DISMISSAL AND EXCLUSION OF PARTNERS

ARTICLE 21 – Partners may be dismissed and excluded from the Company by means of an agreement of the General Meeting, for the reasons and in the

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manner prescribed in Art. 95 and subsequent legal provisions.

SECTION V

DISSOLUTION AND LIQUIDATION

ARTICLE 22 – The Company shall be dissolved and liquidated for the reasons and in accordance with the regime established in Art. 104 and subsequent legal provisions.

ARTICLE 23 – The Administrators, at the time of dissolution, shall be converted into liquidators, unless the General Meeting has designated other persons to settle the dissolution.

The liquidators shall perform their duties for an indefinite time period. Once three months have lapsed since the opening of the liquidation, without having submitted the final balance sheet on the liquidation for the approval of the General Meeting, any member or person with a legitimate interest may request from the Judge of the Court of First Instance of the legal address the dismissal of the liquidators in the legally prescribed manner.

ARTICLE 24 – The liquidation fee corresponding to each member shall be proportional to his/her participatory interest in the capital stock.

SECTION VI

SINGLE-MEMBER COMPANY

ARTICLE 25 – If the Company becomes a single-member company, it shall be subject to the provisions of Art. 125 and subsequent legal provisions, and the single member shall exercise the authorities of the General Meeting.

Once six months have transpired since a single member has been the proprietor of all participatory holdings, without this circumstance being recorded in the Trade Register, such a member shall have personal, unlimited and several

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[seals] [seal] 2A3769974 *26*
NOTARY OF JOAN RÚGIES MALLOL 25 PTA
BARCELONA

liability for any company debts contracted during the single-member period. Once the single-member status is recorded, the sole member shall not be liable for any debts subsequently contracted.

[signature]

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

ALTA

[seal] Lloyds Bank

LLOYDS BANK (BLSA) LTD, Barcelona Branch, and in its name, MR. FABIAN MOZO VEGA and MR. ANTONIO FERNANDEZ DOMINGUEZ, as authorized parties thereof

H E R E B Y   C E R T I F I E S

That we have received from abroad the amount of ESB 2,000,000.00 (TWO MILLION PESETAS) from THREE, SIX, FIVE LTD, and that it has been deposited on this date into account No. 20.20635.6 in this Institution in the name of SALON DEL EXITO, S.L. (IN THE PROCESS OF INCORPORATION).

That, pursuant to instructions received from THREE, SIX, FIVE LTD, such an amount has been applied as a CAPITAL CONTRIBUTION FOR THE INCORPORATION of the company, SALON DEL EXITO, S.L., and it has consequently been applied in the form of PARTICIPATORY HOLDINGS OF NON-RESIDENTS IN THE OWNERSHIP OF COMPANIES AND RESIDENT ENTITIES; DISTINCT FROM PARTICIPATORY HOLDINGS MATERIALIZED AS SHARES, statistical code 20.09.01.

This transfer has been reported to the Banco de España through our Statements on the FIRST ten days of April 1997.

And so that it may thus be valid for the purpose of justifying the investment and upon request by the interested parties, this certificate is hereby issued and signed on April second, nineteen hundred ninety-nine.

LLOYDS BANK (BLSA) LTD, BARCELONA	[signature] MOZO, V. F. [illegible]	[signature] *Fernandez D. A.* *F 040*

[footer]

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
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DECLARATION OF INVESTMENT IN UNLISTED COMPANIES, BRANCH PARTICIPATORY COMPANIES AND ESTABLISHMENTS	2A3769975
1. MC No. 5: Date: MC No. of origin:	

I DATA ON THE SPANISH COMPANY RECEIVING THE INVESTMENT

2. Company purpose and legal address SALON DEL EXITO, S.L. Calle Córcega, 368, 6th Floor 08008 Barcelona	NIF CNAE 51450

3. Legal status 1	4. Economic data (millions of Pesetas)	Before the investment	After the investment
Does it hold a majority interest in Spanish companies? Yes No X (if yes, please attach)	1. Capital / Allocations	INCORPORATION	2,000,000.00
	2. Est. participation (in %)	"	100
	3. Capital / Allocations + reserves	"	2,000,000.00

II. DATA ON THE FOREIGN INVESTMENT

5. Kind of operation (Exchange value in Pesetas)

Nominal	Actual	Final term in years of the loan or refundable prepayment
2,000,000.00	2,000,000.00	0.1

In case of acquisition, indicate the main sellers:

NF	Name / Company purpose	Country
6. Means of contribution 0.1	7. Means of payment (equivalent value in Pesetas) x Prepayment 2,000,000.00 Cash In installments	8. Reason for the investment 9. No. of the MC – 3A 03

III. DATA ON THE INVESTOR

10. Holder of the investment and legal address THREE, SIX, FIVE LIMITED Vine Tree House Gardens, The Back Street, Wendover, Bucks, IIP22 6EB NIF Country 006	11. Participation in the Spanish company % before investment % after investment 0 100 Access C. admin. Access C. admin. Yes No X Yes No X
12. Last holders of the investor: attached	

III. PROCEDURES

12. Signature of the holder or representative and date. [illegible] of the notary issuing this statement for the purpose of fulfilling regulations on foreign investment. April 2, 1997 [signature] [seal]	[illegible] April 1997 No. 1583 Non-residency to be justified	15. Statement from the Investment Register

16. Name, address and telephone number of the notary Zip code	17. Name and address for notifications: Jose Ignacio Gonzalez Freixe Córcega 368, 6th Floor Barcelona Zip code 08037
[illegible] MC – 1A UNE A4 (210 x 297 mm)	Form 1: For the D.G. of International Economics and Foreign Transactions

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
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(404) 504-0200

THIS CONCURS with its working original in my current, general registry and for the benefit of the established company, Book one, copy on fourteen pages of notary paper, in the same series, numbered on the current copy and its thirteen preceding pages in order, which I mark, sign, endorse and seal on the working day following its granting. I HEREBY CONFIRM THE ABOVE.

[seal] [signature]
NOTARY OFFICE OF JOAN RÚBIES MALLOL
[illegible]
BARCELONA

[seal]
Amount [illegible]
[handwritten] Constitution 2,000,000.00
Rate No.
R. D. 17/11/09 3 56
[illegible] X52.665-A

[original in Catalan]

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

This is to certify that this is a true and accurate translation of the original Spanish document, to the best of my knowledge.

Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

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PAPER EXCLUSIVELY FOR NOTARIZED DOCUMENTS

[seals]

2C6157372

STATE SEAL 25 PTA

[illegible]
NOTARY OFFICE OF JOAN RÚBIES MALLOL
[illegible]
BARCELONA
[initials]

[word fragment] I, the notary, hereby state the following:

That an acceptance letter has been delivered to me for the position of Mr. Leslie George Spears, accompanied by a notarized statement identifying the signature, annotated, which I hereby incorporate into this original, to form an integral part thereof,

And for it to be valid, I hereby issue this statement on a single page, which I mark, sign, endorse and seal in Barcelona, on April thirtieth nineteen hundred ninety-seven. I hereby confirm the above.

Marked and signed by JUAN RÚBIES MALLOL = ANNOTATED AND SEALED.

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

This is to certify that this is a true and accurate translation of the original Spanish document, to the best of my knowledge.

Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

ALTA

John Venn & Sons
Notaries Public &
Translators
[illegible]

Stamp
25 PTA

2C6157373

95 Aldwych London WC2B 4JF
[illegible]

[seal] [illegible]
[initials]

I, KEITH FRANCIS CROFT BAKER, a duly certified Notary Public, with competence to act in England and Wales and with a practice in London, England, hereby certify:

1. THAT the attached letter was signed by MR. LESLIE GEORGE SPEARS, holder of British Passport No. 500190482;

2. AND THAT the aforementioned Letter, thusly signed, has been duly granted by the aforementioned grantor.

IN WITNESS WHEREOF I hereby issue this Certificate under my signature and Notary Seal in London, on April eighteenth, nineteen hundred ninety-seven.

[signature]

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

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2C6157374

[stamp]
25 PTA
SALON DEL EXITO, S.L.
[illegible]
08037 BARCELONA

Barcelona, April 8, 1997

Dear Sirs,

With regard to the appointment to the position of Sole Administrator of the company of Spanish nationality, "SALON DEL EXITO, S.L." made in my favor as mentioned in the articles of incorporation authorized by the Notary of Barcelona, Mr. JUAN RÚBIES MALLOL, on April 2, 1997, under No. 1583 of your registry, the undersigned party, MR. LESLIE GEORGE SPEARS, hereby accepts the position for which he has been appointed.

The undersigned, MR. LESLIE GEORGE SPEARS, promises to perform his duties with due loyalty and diligence and ensures us that he is not involved in any legal action on his incapacity or legal incompetence to do so; he hereby declares that his personal circumstances are those described in the appointment document and that he assumes the position as of today.

[initials]
[signature]
Signed: LESLIE GEORGE SPEARS

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

This is to certify that this is a true and accurate translation of the *original Spanish document*, to the best of my knowledge.

Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
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THIS AGREES with the statement and working document at the end of original file No. 1583 of my registry of this year, it being issued on this page and on its two preceding pages in correlative order, which I mark, sign, endorse and seal, to supplement this copy, issued for the established company on fourteen pages of notary paper, the last of which bears the number 2A3769975. Barcelona, April thirtieth, nineteen hundred ninety-seven. I HEREBY CONFIRM THE ABOVE.

[seal] [signature]

TRADE REGISTER OF BARCELONA

009/7058424

Following examination and qualification of the preceding document, under the protection of Art. 18 of the Commercial Code, and Art. 6 of the Regulations of the Trade Register, it is PARTIALLY RECORDED, in conformance with the application prepared in the Fifth Granting of the document on page 211 of Vol. 29876, Page No. B-161.738, registration 1.

As the registration of Sec. e) of Art. 2 has been denied, due to the discovery of the following irreparable defect: the broad terms of the precept, (which are equivalent to the exploitation of all kinds of goods: Art. 333 of the Civil Code) do not meet the legal requirements for determination (Art. 9-b of the Limited Liability Companies Act, Art. 178.1 of the Regulations of the Trade Register and Resolutions of the General Administration of the Register and the Notaries of July 25, 1992 and July 19, 1996.

The list of authorities of the administrative body set forth in Art. 18 of the Bylaws is not registered in accordance with the provisions of Art. 185.6 of the Regulations of the Trade Register.

BARCELONA, June 18, 1997
REGISTRAR

[signature]

[seal]

DA3 L 8/89
Basis for declared amount
Duties: [illegible]
[illegible]

Sworn and subscribed before me
on June 26, 2003

Notary Public, Cobb County, Georgia
My commission expires March 26, 2005

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Director
ALTA Language Services, Inc.
3355 Lenox Road, Suite 510
Atlanta, GA 30326
(404) 504-0200

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PAPEL EXCLUSIVO PARA DOCUMENTOS NOTARIALES

TIMBRE DEL ESTADO

25 PTA VEINTICINCO PESETAS

2A3769962

JOAN RUBIES MALLOL
NOTARI
Avda. Diagonal,407
Telf: 416 16 26 - Fax: 416 03 37
08008 BARCELONA

NOTARIA DE JOAN RUBIES MALLOL - NIHIL PRIUS FIDE - BARCELONA

NOTARIA DE D. MAURICIO PARDO M... - NIHIL PRIUS FIDE - MARBELLA

NUMERO MIL QUINIENTOS OCHENTA Y TRES

CONSTITUCION DE SOCIEDAD LIMITADA UNIPERSONAL

NOMBRAMIENTO DE ADMINISTRADOR

"SALON DEL EXITO, S.L."

En Barcelona, mi residencia, a dos de abril de mil novecientos noventa y siete.

Ante mí, JOAN RUBIES MALLOL, Notario del Ilustre Colegio de Barcelona,

COMPARECE:

DOÑA CARLOTA MASDEU TOFFOLI, nacida el día 6 de Febrero de 1.966, casada en régimen de separación de bienes, vecina de Barcelona, calle Ravella, número 8, ático 2ª, provista de DNI número 46.227.210-Q-.

INTERVIENE:

En nombre y representación de **"THREE SIX FIVE LIMITED"**, sociedad de nacionalidad británica, domiciliada en Vine Tree House, The Back Street Wendover, Bucks, IIP22 6EB, constituida según las leyes inglesas y registrada en Inglaterra bajo el número 1963398.—

LEGITIMACION:

Usa del poder que me exhibe, apostillado, otorgado ante Don Keith Francis Croft Baker, Notario de Londres, el 10 de febrero de 1.997, bajo el número 52/24391 de su protocolo, el cual reputo suficiente para el presente otorgamiento, a efectos sustantivos y formales, y lo dejo incorporado a esta matriz, para que forme parte integrante de la misma.—

Tiene, a mi juicio, según interviene, la capacidad legal necesaria para otorgar esta escritura de constitución de sociedad y—

EXPONE:

I.- Que la Compañía THREE SIX FIVE LIMITED ha decidido constituir una sociedad limitada de nacionalidad española, que se denominará SALON DEL EXITO, S.L.—

II.- Que con dicha denominación no existe ninguna otra en el Registro de Sociedades, lo que acredita con la oportuna certificación del mismo, que me entrega y dejo unida a la presente matriz, para transcribir en sus copias.—

III.- Y en virtud de lo expuesto, ————————

OTORGA:

PRIMERO.- CONSTITUCION.- La señora compareciente en nombre y representación de su poderdante, como único socio, constituye una sociedad unipersonal de responsabilidad limitada, de nacionalidad española, que se denomina SALON DEL EXITO, S.L. y que se regirá por la Ley de Sociedades de Responsabilidad Limitada, demás disposiciones legales aplicables y, en especial, por los Estatutos que me entrega y, previa lectura íntegra que de los mismos le hago, aprueba y firma a mi presencia y dejo protocolizados con esta matriz, extendidos en ocho hojas de papel común.————————

La Sociedad, en tanto subsista la situación de unipersonalidad, deberá hacer constar expresamente su condición de unipersonal en toda su documentación, correspondencia, notas de pedido y facturas, así como en todos los anuncios, que haya de publicar por disposición legal o estatutaria.————————

SEGUNDO.- SUSCRIPCION Y DESEMBOLSO.- El capital social de DOS MILLONES DE PESETAS, dividido en DOS MIL participaciones iguales, acumulables e indivisibles, de MIL PESETAS de valor nominal cada una de ellas, numeradas correlativamente a partir de la unidad, es íntegramente suscrito y desembolsado por el socio fundador, quien aporta en dinero efectivo la suma de DOS MILLONES DE PESETAS, adjudicándose en pago las DOS MIL participaciones números 1 al 2.000, ambas inclusive, en que se halla dividido el capital social.———————

Dicha aportación dineraria ha sido ingresada en una cuenta número 20.20635.6 abierta a nombre de la Sociedad en formación en el Lloyds Bank (BLSA) LTD, Sucursal de Barcelona, según acredita el socio fundador mediante una certificación que me entrega y dejo unida a esta matriz.———————

En su virtud, se declara totalmente suscrito y desembolsado el capital social.———————

Me entrega la compareciente un impreso MOD. MC-1A, para diligenciar y remitir al Ministerio de Economía y Hacienda, Dirección General de Economía Internacional y Transacciones Exteriores, que dejo protocolizado a la matriz que antecede el ejemplar

TIMBRE DEL ESTADO

25 PTA

VEINTICINCO PESETAS

2A3769964

NOTARIA DE JOAN RUBIES MALLOL
NIHIL PRIUS FIDE
BARCELONA

"COPIA" de dicha comunicación.

TERCERO.- DESIGNACION DE ADMINISTRADOR.- La Sociedad será regida y administrada por un solo Administrador, para ocupar cuyo cargo se designa, por el plazo estatutario de diez años, a Don LESLIE GEORGE SPEARS, de nacionalidad inglesa, nacido el 27 de julio de 1.937, soltero, con domicilio en "El Cottage", Vine Tree House Gardens, the Back Street, Wendover, Bucks IIP22 6EB, provisto de Pasaporte británico número 500190482, expedido el 24 de octubre de 1.996, vigente.

Advierto a la compareciente de la necesidad de la aceptación del cargo de Administrador para el que ha sido nombrado al Sr. Spears.

CUARTO.- COMIENZO DE ACTIVIDADES.- La Sociedad da comienzo a sus operaciones, según determinan sus Estatutos. En consecuencia, se acuerda en relación con lo dispuesto en el artículo 11 de la Ley de Sociedades de Responsabilidad Limitada, facultar expresamente al Administrador designado, de tal manera:—

a) Que los actos y contratos celebrados con terceros por el Administrador designado antes de la inscripción de la Sociedad, dentro del ámbito de sus facultades estatutarias, quedarán automáticamente aceptados y asumidos por la Sociedad, por el mero hecho de la inscripción de la misma en el Registro Mercantil.—

b) Que pueda realizar los actos y contratos que el desarrollo de la actividad de la empresa que constituye el objeto social haga necesarios o simplemente útiles, especialmente en el orden interno y organizativo, como el otorgamiento, modificación y revocación de poderes de todas clases.—

QUINTO.- INCOMPATIBILIDADES.- Queda prohibido ocupar cargos en la Sociedad a las personas incursas en causa legal de incompatibilidad.—

Se solicita la inscripción de esta Escritura en el Registro Mercantil y eventualmente con carácter parcial, así como en su caso su devolución sin otra nota en la misma que la de haber sido presentada.—

Igualmente se solicita la inscripción en el Registro Mercantil del carácter unipersonal de esta

TIMBRE DEL ESTADO

25 PTA VEINTICINCO PESETAS

2A3769965

NOTARIA DE JOAN RUBIES MALLOL · BARCELONA · NIHIL PRIUS FIDE

Sociedad.—

Así lo dice, después de hacerle las reservas y advertencias legales y fiscales, en especial la relativa a la obligatoriedad de la inscripción de esta escritura en el Registro Mercantil; y leída por mí, el Notario, esta escritura al compareciente, por haber renunciado a su derecho de hacerlo por sí, presta su consentimiento y firma conmigo, que doy fe de haberle identificado mediante su documento de identidad exhibido y reseñado en la comparecencia y del contenido de este instrumento público, extendido en cuatro folios de papel exclusivo para documentos notariales, números 2A3770950, los dos anteriores en orden correlativo y el del presente.—

Siguen las firmas de los comparecientes. Signado y firmado JUAN RUBIES MALLOL= RUBRICADO Y SELLADO.—

DOCUMENTOS PROTOCOLIZADOS

NOTARIA DE JOAN RUBIES MALLOL · BARCELONA ·

NIHIL PRIUS FIDE

PAPEL EXCLUSIVO PARA DOCUMENTOS NOTARIALES

John Venn & Sons
Notaries Public & Translators

Keith FC Baker LL.B [illegible]
Consultants: Jessica M Reeve M A • Agnes Corless • Bridget M [illegible]

95 Aldwych London WC2B 4JF
Telephone: 0171 395 4300
Fax: 0171 395 4310
Modem/ISDN: 0171 395 4311

2A3768966

Protocol number: [illegible]391

In the City of London, on the tenth of February nineteen ninety-seven.

Before me, Mr KEITH FRANCIS CROFT BAKER, Public Notary, resident and practising in said city, and properly authorised in accordance with English Law to authorise public documents and writings that must take effect in foreign countries,

APPEARS:

Mr Leslie George Spears, born the 27th July 1937, of British nationality, bachelor, executive and living in England, at The Cottage, Vine Tree House Gardens, The Back Street, Wendover, Bucks, HP22 6EB, holder of current British passport number 500190482 issued by the United Kingdom Passport Agency on 24th October 1996. I have evidence of his personal circumstances and details by his statements and his valid personal documentation that he submits to me and I return to him.

The appearer acts in his capacity as Chairman of the trading company of British nationality Three Six Five Limited, legally constituted within English Law and duly registered in England under the number 1963398, which is registered in England, that was constituted in accordance with English Law and is valid according to the laws applicable in England.

With the aim of evidencing the representation of Mr Spears, he presents to me, the Public Notary, an express resolution adopted by the Board of Directors of the said company from which the following is relevant:

"The Company, Three Six Five Limited, expressly agreed to authorise Mr Leslie George Spears, born on the 27th July 1937, of British nationality, bachelor, executive, living in England, at The Cottage, Vine Tree House Gardens, The Back Street, Wendover, Bucks, HP22 6EB, holder of current British passport number 500190482 issued by the United Kingdom Passport Agency on 24th October 1996, to appear before the English Public Notary of his choice, in order to grant and for the purpose of granting a power, as broad and as ample as required by the Law, in favour of the Lawyers of the Illustrious College of Lawyers of Barcelona, Mr JOSE IGNACIO GONZALEZ FREIXA (D.N.I. 37.681.809) and Ms CARLOTA MASDEU TOFFOLI (D.N.I. 46.227.210) so that any one of them, indistinctly and separately, could appear before the Spanish Public Notary of his or her choice for the purposes of constituting a Spanish limited company of limited liability that will operate under the corporate title as may be designated by whomever of the referred lawyers from Barcelona and with a capital of 2,000,000 pesetas, being able to such an effect to draft, modify and to approve the corresponding Articles of Association, fixing agreements, establishing the registered office, object, duration, organic and administrative regime, financial year, balance sheet, distribution of profits, winding up, liquidation, limitations on free transmission of social participations by titles "inter-vivos" or "mortis-causa", submission clauses subject to judgement of the law or equity; to attend the first General Meeting of Associates and during which to designate the first administrators of the Company, to accept the naming of the administrator or the member of the Board of Administration that can be put into effect in favour of the attorney, and to put into effect in his name the appropriate declarations about the legal incompatibilities; to attend, where appropriate, the first meeting of the Board of Administration of the Company to be constituted, and in it to bring about the distribution of responsibilities within the Board, to name the Managing Directors, and in general to take any agreement in the said first meeting of the Board exclusively appearing, whenever necessary, for the exercise of conferring all faculties of this document before the Spanish Public Notary, signing and granting in the name of the grantor company all private or public documents as may be necessary for the constitution of a limited liability company of Spanish nationality."

Said Resolution shows the appearer as having been duly given the power that has been awarded by the Grantor Company and has been drafted in legal form by this person and signed by the legal representative of the company to my total satisfaction, in virtue of which, the appearer, in the capacity in which he is acting, has in my opinion, the necessary legal authority to effect the present writing of power in the name and representation of THREE SIX FIVE LIMITED whose information has been referred to above, conforming with his own Law, and with British company laws, that I the Notary, know and

GRANTS:

That by means of the present document, the trading company Three Six Five Limited, based at Vine Tree House, The Back Street, Wendover, Bucks, HP22 6EB, GRANTS POWER as ample and sufficient as the Law deems necessary, in favour of the Lawyers of the Illustrious College of Lawyers of Barcelona, Mr JOSE IGNACIO GONZALEZ FREIXA (D.N.I. 37.681.809) and Ms CARLOTA MASDEU TOFFOLI (D.N.I. 46.227.210) so that any one of them, indistinctly and separately, could appear before the Spanish Notary Public of his or her choice for the purposes of constituting a Spanish limited company of limited liability that will operate under the corporate title as may be designated by whomever of the referred lawyers from Barcelona and with a capital of 2,000,000 pesetas, being able to such an effect to draft, modify and to approve the corresponding Articles of Association, fixing agreements, establishing the registered office, object, duration, organic and administrative regime, financial year, balance sheet, distribution of profits, winding up, liquidation, limitation on free transmission of social participations, by titles "inter-vivos" or "mortis-causa", submission clauses subject to judgement of the law or equity, to attend the first General Meeting of Associates and during which to designate the first administrators of the Company, to accept the naming of the administrator or the member of the Board of Administration that can be put into effect in favour of the attorney, and to put into effect in his name the appropriate declarations about the legal incompatibilities; to attend, where appropriate, the first meeting of the Board of Administration of the Company to be constituted, and in it to bring about the distribution of responsibilities within the Board, to name the Managing Directors, and in general, to take any agreement in the said first meeting of the Board exclusively, appearing if it were necessary, for the exercise of conferring all faculties of this document before the Spanish Public Notary, signing and granting in the name of the grantor company all private or public documents as may be necessary for the constitution of a limited liability company of Spanish nationality.

Consequently the executing and appearing company confirms and ratifies the drafting of the referred Power, in all of its terms. The appearer promises to act in accordance with the Law and to hold as firm and valid all of the contents of the present writing.

THUS THE APPEARER SAYS AND GRANTS, in the aforesaid representation, and following the writing of the present instrument of power of attorney, the authorising Public Notary proceeded to read the same for his agreement, signing and ratifying it in its contents with me, all of which I give faith, so that in the drawing up of this public

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TIMBRE

25 PTA
VEINTICINCO PESETAS

instrument all the formalities and solemnities required by the law of the place of the act

have been observed.

NOTARIA DE JOAN RÀFOLS MALLOL - BARCELONA - NIHIL PRIUS FIDE

NOTARIA DE D. MAURICIO PARDO MORALES - MARBELLA - NIHIL PRIUS FIDE

TIMBRE

25 PTA

VEINTICINCO PESETAS

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instrument all the formalities and solemnities required by the law of the place of the act have been observed.

NOTARIA JOAN RUBIES MALLOL BARCELONA

NIHIL PRIUS FIDE

NOTARIA DE D. MAURICIO PARDO ... MARBELLA

NIHIL PRIUS FIDE

PAPEL EXCLUSIVO PARA DOCUMENTOS NOTARIALES

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REGISTRO MERCANTIL CENTRAL
SECCION DE DENOMINACIONES

PRÍNCIPE DE VERGARA, 94
TELÉF. 563 12 52
28006 MADRID

CERTIFICACION NO. **97049054**

DON **Jose Luis Benavides del Rey** , Registrador Mercantil Central, en base a lo interesado por:
D/Da. **THREE SIX FIVE, LTD,**
en solicitud formulada con fecha 06/03/1997 y numero de entrada 97049512,

CERTIFICO: Que NO FIGURA registrada la denominacion

SALON DEL EXITO, S.L.

En consecuencia, se ha reservado dicha denominacion a favor del citado interesado, por el plazo de quince meses a contar desde esta fecha, conforme a lo establecido en el articulo 412.1 del reglamento del Registro Mercantil.

Madrid, a Siete de Marzo de Mil Novecientos Noventa y Siete.

EL REGISTRADOR,

REGISTRO MERCANTIL CENTRAL
JOSE LUIS BENAVIDES DEL REY
MADRID

*NOTA.- Esta certificacion tendra una vigencia, a efectos de otorgamiento de escritura, de DOS MESES contados desde la fecha de su expedicion, de conformidad a lo establecido en el art. 414.1 del Reglamento del Registro Mercantil.

NOTARIA DE JOAN RÚBIES MALLOL · BARCELONA
NIHIL PRIUS FIDE

ESTATUTOS DE LA SOCIEDAD

TITULO I

DENOMINACION, OBJETO DURACION Y DOMICILIO

ARTICULO 1.- La sociedad se denomina

"SALON DEL EXITO, SOCIEDAD LIMITADA"

ARTICULO 2.- La sociedad tiene por objeto

a).- La comercialización, compraventa y distribución de productos de peluquería, perfumería, higiene, belleza y de cosmética.

b).- Las actividades propias de los salones e institutos de belleza así como de las peluquerías de señora y caballero mediante la explotación directa o indirecta de los citados establecimientos, asi como la prestación de servicios de asesoramiento y gestión de establecimientos dedicados a salones de belleza o peluquerías, ya sean propios o de terceros.

c).- La prestación de servicios técnicos de asesoramiento en materias económico-financieras-empresariales, contables y comerciales y en general de consultoría, tanto a personas físicas como jurídicas, relacionadas con las actividades descritas en los apartados a) y b) precedentes.

d).- La enseñanza de formación y perfeccionamiento no superior de materias relativas a la gestión empresarial, marketing y peluquería.

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e).- La adquisición, tenencia, disfrute, administración, gestión, promoción, explotación en arriendo o en cualquier otra forma, compra y venta de toda clase de bienes muebles e inmuebles, quedando excluidas las actividades que requieran legislación especial.

f).- La participación ya sea directa, ya indirectamente en sociedades, mercantiles o no, entidades jurídicas y, en general, en todo tipo de entes dotados de personalidad jurídica, con objeto idéntico, análogo o complementario, tanto en su fundación como una vez ya constituidos.

ARTICULO 3.- Quedan excluidas del objeto social todas aquellas actividades para cuyo ejercicio la Ley exija requisitos especiales que no queden cumplidos por esta Sociedad.

Si las disposiciones legales exigiesen para el ejercicio de algunas de las actividades comprendidas en el objeto social algún título profesional, o autorización administrativa, o inscripción en Registros Públicos, dichas actividades deberán realizarse por medio de persona que ostente dicha titularidad profesional y, en su caso, no podrán iniciarse antes de que hayan cumplido los requisitos administrativos exigidos.

ARTICULO 4.- La duración de la Sociedad es indefinida y da comienzo a sus operaciones el dia del otorgamiento de la escritura fundacional.

ARTICULO 5.- La fecha de cierre del ejercicio social será el día 31 de diciembre de cada año.

ARTICULO 6.- El domicilio de la Sociedad se establece en Barcelona, calle Córcega 368, 6º.

25 PTA VEINTICINCO PESETAS

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TIMBRE DEL ESTADO

NOTARIA DE RUBIES MALLOL · BARCELONA · NIHIL PRIUS FIDE

NOTARIA DE D. MAURICIO PARDO · NIHIL PRIUS FIDE · MARBELLA

ARTICULO 7.- El capital social es de DOS MILLONES DE PESETAS (2.000.000'- ptas), dividido en 2.000 participaciones sociales, números 1 al 2.000, inclusives, de MIL PESETAS de valor nominal cada una, acumulables e indivisibles, que no podrán incorporarse a títulos negociables ni denominarse acciones. El capital social está íntegramente suscrito y desembolsado.

TITULO II
REGIMEN DE LAS PARTICIPACIONES SOCIALES

ARTICULO 8.- Las participaciones sociales están sujetas al régimen previsto en la Ley.

La transmisión de participaciones sociales y constitución del derecho real de prenda deberá constar en documento público. La constitución de otros derechos reales deberá constar en Escritura Pública.

Los derechos frente a la Sociedad se podrán ejercer desde que ésta tenga conocimiento de la transmisión o constitución del gravamen.

La Sociedad llevará un libro registro de socios que cualquier socio podrá examinar y del que los titulares podrán obtener certificaciones de los derechos registrados a su nombre.

ARTICULO 9.- La transmisión de participaciones sociales se regirá por lo dispuesto en los artículos 28 y siguientes de la Ley. En consecuencia, será libre la transmisión voluntaria de participaciones por actos inter vivos entre socios, o a favor del cónyuge, ascendientes o descendientes del socio o de Sociedades pertenecientes al mismo grupo que la transmitente, así como las transmisiones mortis causa.

ARTICULO 10.- En caso de USUFRUCTO de participaciones, la cualidad de socio reside en el nudo propietario, pero el usufructuario tendrá derecho en todo caso a los dividendos acordados por la Sociedad durante el usufructo. En caso de PRENDA corresponderá al propietario el ejercicio de los derechos del socio.

TITULO III
ORGANOS DE LA SOCIEDAD

ARTICULO 11.- Los órganos sociales son la Junta General y los Administradores, y en lo no previsto en estos Estatutos se regirán por lo dispuesto en los artículos 43 y siguientes de la Ley.

ARTICULO 12. - **JUNTA GENERAL**. Los socios reunidos en Junta General decidirán, por la mayoría legal, en los asuntos propios de la competencia de la Junta.

ARTICULO 13.- **CONVOCATORIA**. La Junta General será convocada por los Administradores, o liquidadores, en su caso, mediante comunicación individual y escrita del anuncio a todos los socios al domicilio que conste en el libro registro, por correo certificado, con acuse de recibo.

ARTICULO 14.- **ASISTENCIA Y REPRESENTACION**. Todos los socios tienen derecho a asistir a la Junta General por sí o representados por otra persona, socio o no. La representación comprenderá la totalidad de las participaciones del representado, deberá conferirse por escrito y si no consta en documento público deberá ser especial para cada Junta.

ARTICULO 15.- ADMINISTRADORES. La Junta General confiará la Administración de la Sociedad a un Administrador único, dos mancomunados, varios solidarios, con un máximo de cinco, o a un Consejo de Administración.

ARTICULO 16.- Para ser nombrado Administrador no se requerirá la condición de socio.

ARTICULO 17.- Los administradores ejercerán su cargo por plazo de DIEZ AÑOS y serán indefinidamente reelegibles por plazos iguales.

Los Administradores podrán ser separados de su cargo por la Junta General aún cuando la separación no conste en el Orden del Día.

ARTICULO 18.- La representación de la sociedad y su representación en juicio y fuera de él corresponderá a los Administradores , y se extenderá a todos los actos comprendidos en el objeto social, pudiendo sin limitación alguna :

a) Comprar, disponer, enajenar, gravar toda clase de bienes muebles e inmuebles y constituir, aceptar, modificar y extinguir toda clase de derechos personales y reales, incluso hipotecas.

b) Otorgar toda clase de actos, contratos, o negocios jurídicos, con los pactos, cláusulas y condiciones que estimen oportuno establecer; transigir y pactar arbitrajes; tomar parte en concursos y subastas, hacer propuestas y aceptar adjudicaciones. Adquirir, gravar y enajenar por cualquier título y en general, realizar cualesquiera operaciones sobre acciones, participaciones, obligaciones u otros, títulos valores, así como realizar actos de los que resulte la participación en otras sociedades, bien concurriendo a su constitución o suscribiendo acciones o participaciones en aumentos de capital u otras emisiones de títulos valores.

c) Administrar bienes muebles e inmuebles; hacer declaraciones de edificación y plantación, deslindes amojonamientos, divisiones materiales, modificaciones hipotecarias, concertar, modificar y extinguir arrendamientos y cualesquiera otras cesiones de uso y disfrute.

d) Girar, aceptar, endosar, intervenir y protestar letras de cambio y otros documentos de giro.

e) Tomar dinero a préstamo o crédito, reconocer deudas y créditos.

f) Disponer, seguir, abrir y cancelar cuentas y depósitos de cualquier tipo en cualquier clase de Entidades de Crédito y Ahorro, Bancos, incluso el de España y demás Bancos, Institutos y Organismos Oficiales, haciendo todo cuanto la legislación y la práctica bancaria permitan.

g) Otorgar contratos de trabajo, de transporte y traspaso de locales de negocio; retirar y remitir géneros, envíos y giros.

h) Comparecer ante toda clase de Juzgados y Tribunales de cualquier jurisdicción y ante toda clase de Organismos Públicos, en cualquier concepto, y en toda clase de juicios y procedimientos; interponer recursos, incluso de casación, revisión o nulidad, ratificar escritos y desistir de las actuaciones, ya directamente o por medio de Abogados y Procuradores, a los que podrán conferir los oportunos poderes.

i) Dirigir la organización comercial de la Sociedad y sus negocios, nombrando y separando empleados y representantes.

j) Otorgar y firmar toda clase de documentos públicos y privados; retirar y cobrar cualquier cantidad o fondos de cualquier Organismo Público o privado, firmando al efecto cartas de pago, recibos, facturas y libramiento.

k) Conceder, modificar y revocar toda clase de apoderamiento.

ARTICULO 19.- El cargo de Administrador es gratuito.

ARTICULO 20.- **CONSEJO DE ADMINISTRACION**

El Consejo de Administración, de haberlo, estará integrado por un mínimo de tres y un máximo de siete miembros.

El Consejo quedará válidamente constituido cuando concurran a la reunión, presentes o representados por otro Consejero, la mitad más uno de sus miembros., La representación se conferirá mediante carta dirigida al Presidente. Los acuerdos se adoptarán por mayoría absoluta de los asistentes a la reunión, que deberá ser convocada por el Presidente o Vicepresidente, en su caso. la votación por escrito y sin sesión será válida si ningún Consejero se opone a ello. En caso de empate, decidirá el voto personal de quien fuera Presidente.

El Consejo se reunirá siempre que lo acuerde su Presidente, bien a iniciativa propia o cuando lo soliciten dos de sus miembros. La convocatoria se cursará mediante carta o telegrama dirigidos a todos y cada uno de sus componentes, con veinticuatro horas de antelación.

Designará en su seno a su Presidente y a un Secretario.

TITULO IV
SEPARACION Y EXCLUSION DE LOS SOCIOS

ARTICULO 21.- Los socios tendrán derecho a separarse de la Sociedad y podrán ser excluidos de la misma por acuerdo de la Junta General, por las causas y en la forma prevista en los artículos 95 y siguientes de la Ley.

TITULO V
DISOLUCION Y LIQUIDACION

ARTICULO 22.- La Sociedad se disolverá y liquidará por las causas y de acuerdo con el régimen establecido en los artículos 104 y siguientes de la Ley.

ARTICULO 23.- Los Administradores al tiempo de la disolución quedarán convertidos en liquidadores, salvo que la Junta General hubiese designado otros al acordar la disolución.

Los liquidadores ejercerán su cargo por tiempo indefinido. Transcurridos tres años desde la apertura de la liquidación sin que se haya sometido a la aprobación de la Junta General el balance final de la liquidación, cualquier socio o persona con interés legítimo podrá solicitar del Juez de Primera instancia del domicilio social la separación de los liquidadores en la forma prevista por la Ley.

ARTICULO 24.- La cuota de liquidación correspondiente a cada socio será proporcional a su participación en el capital social.

TITULO VI
SOCIEDAD UNIPERSONAL

ARTICULO 25°.- En caso de que la sociedad devenga unipersonal se estará a lo dispuesto en los artículos 125 y siguientes de la Ley, y el socio único ejercerá las competencias de la Junta General.

Transcurridos seis meses desde que un único socio sea propietario de todas las participaciones sociales, sin que esta circunstancia se hubiese inscrito en el Registro Mercantil, aquél responderá personal, ilimitada y solidariamente de las deudas sociales contraídas durante el período de unipersonalidad. Inscrita la unipersonalidad, el socio único no responderá de las deuda contraídas con posterioridad.

Lloyds Bank

LLOYDS BANK (BLSA) LTD. Sucursal de Barcelona, y en su nombre D. FABIAN MOZO VEGA y D. ANTONIO FERNANDEZ DOMINGUEZ, como apoderados del mismo

C E R T I F I C A

Que hemos recibido del extranjero la suma de ESB.2.000.000,-- (PESETAS DOS MILLONES) por cuenta de THREE, SIX, FIVE, LTD. y que ha sido ingresada en esta misma fecha en la cuenta núm. 20.20635.6 en esta Entidad a nombre de SALON DEL EXITO S.L.(EN CONSTITUCION).

Que siguiendo las instrucciones recibidas de THREE, SIX, FIVE, LTD., dicho importe ha sido aplicado como APORTACION DE CAPITAL PARA LA CONSTITUCION de la compañía SALON DEL EXITO S.L. y en consecuencia le ha sido aplicado el concepto de PARTICIPACIONES DE NO RESIDENTES EN LA PROPIEDAD DE EMPRESAS Y ENTIDADES RESIDENTES; DISTINTAS DE LAS MATERIALIZADAS EN ACCIONES, código estadístico 20.03.01.

Esta cesión ha sido comunicada al Banco de España a través de nuestros Estados de la PRIMERA decena de Abril de 1.997.

Y para que así conste a los efectos de justificar la inversión y a petición de los interesados, se expide y firma este certificado en Barcelona a dos de Abril de mil novecientos noventa y siete.

LLOYDS BANK (BLSA) LTD. - BARCELONA -

MOZO V., F
M 427

FERNANDEZ D., A.
F 040

PAPEL EXCLUSIVO PARA DOCUMENTOS NOTARIALES

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MINISTERIO DE ECONOMIA Y HACIENDA - DIRECCION GENERAL DE ECONOMIA INTERNACIONAL Y TRANSACCIONES EXTERIORES

25 PTA VEINTICINCO PESETAS

DECLARACION DE INVERSION EN SOCIEDADES NO COTIZADAS, SOCIEDADES PARTICIPADAS SUCURSALES Y ESTABLECIMIENTOS

[redacted]

1. Nº MC - 5: ______, Fecha:

Nº MC - de procedencia: ______

I. DATOS DE LA EMPRESA ESPAÑOLA RECEPTORA DE LA INVERSION

2. Razón social y domicilio NIF ______

SALON DEL EXITO, S.L.
c/Córcega, 368, 6º - 08008 Barcelona

CNAE 51450

3. Forma jurídica 1

¿ Tiene participación mayoritaria en sociedades españolas?

Si [ ] No [X]

(en caso afirmativo, adjúntese)

4. Datos económicos (en millones de pesetas)

	Antes de la inversión	Después de la inversión
1. Capital/Dotación	CONSTITUCION	2.000.000'-
2. Participación ext. (en %)	"	100
3. Capital/Dot. + Reservas	"	2.000.000'-

II. DATOS DE LA INVERSION EXTRANJERA

5. Clase de operación (contravalor en pesetas)

	Nominal	Efectivo
1	2.000.000'-	2.000.000'--

Plazo final en años del préstamo o anticipo reintegrable 01

En caso de adquisición, indíquense los vendedores principales:

NIF	Nombre/Razón social	País

6. Medios de aportación

01

7. Forma de pago (contravalor en pesetas)

[X] Anticipado 2.000.000'-

[ ] Al contado

[ ] Aplazado

8. Razón de la inversión

9. Nº del MC - 3A

0 3/

III. DATOS DEL SUJETO INVERSOR

10. Titular de la inversión y domicilio

THREE, SIX, FIVE, LIMITED
Vine Tree House,The Back Street
Wendover, Bucks, IIP22 6EB

NIF ______ País 006

11. *Participación en la empresa española*

% antes inversión	% después inversión
0	100
Acceso Cº Admón. Si [ ] No [X]	Acceso Cº Admón. Si [ ] No [X]

12. Titulares últimos del sujeto inversor: adjúntese

IV. DILIGENCIAS

13. Firma del titular o representante y fecha.

Interesar del Fedatario que de curso a esta Declaración a efectos del cumplimiento de la normativa de inversiones extranjeras.

A 2 de Abril 1997.

14. Diligencia del fedatario público

Doy fe que no existe contradicción entre los datos que figuran en esta declaración y el documento público por mí autorizado.

Fecha: 2 Abril 1.997

Protocolo: 1583

NOTARIA DE JOAN BRUGUES ... NIHIL PRIUS FIDE ... BARCELONA

No residencia a justificar [ ]

15. Diligencia del Registro de Inversiones

[redacted]

16. Nombre, domicilio y teléfono del fedatario

Código Postal ______

17. Nombre y domicilio para notificaciones

José Ignacio Gonzâlez Freixa
Córcega 368, 6º
Barcelona

Código Postal 08037

P.V.P.: 100 pts. (IVA incluido)

CONCUERDA con su matriz obrante en mi protocolo general corriente y a utilidad de la sociedad constituida, libro primera copia en catorce folios papel notarial, de igual serie, números el del presente y sus trece anteriores en orden, que signo, firmo, rubrico y sello al siguiente día hábil de su otorgamiento. DOY FE.-----------------------------

NOTARIA DE JOAN RUBIES MALLOL
NIHIL PRIUS FIDE
BARCELONA

Conceptos	Bases arancel
Constitución	2.000.000

Arancel nºs R. D. 17/11/89	1	2	3	4	5	6	7

Derechos y suplidos: 52.665

per la declaració-liquidació de l'Impost sobre Transmissions Patrimonials i Actes Jurídics Documentats, corresponent al present document ha estat ingressada la quantitat de 20.000 pessetes, segons la carta de pagament número 154735 el [illegible] abril 1997. La persona interessada ha presentat còpia del document que es conserva a l'oficina per a la comprovació de l'autoliquidació i, si s'escau, per a la rectificació o la pràctica de la liquidació o liquidacions complementàries que procedeixin.

Barcelona, 21 ABR. 1997 de 19

El Funcionari,

GENERALITAT DE CATALUNYA
Departament d'Economia i Finances
Barcelona
DELEGACIÓ TERRITORIAL

Inscripción parcial
ART. 2
Inscripción parcial
ART 18

DIII. . . // . . .

TIMBRE DEL ESTADO

25 PTA VEINTICINCO PESETAS

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NOTARIA DE D. MAURICIO PARDO ... LON - MARBELLA

NOTARIA DE JOAN RUBIES MALLOL BARCELONA

....//...GENCIA.- La pongo yo, el Notario, para hacer constar:————————————————

Que me ha sido entregado escrito de aceptación del cargo del Sr. Leslie George Spears, acompañado de testimonio notarial de identificación de firma, apostillado, que dejo incorporado a esta matriz para que forme parte integrante de la misma.————

Y para que así conste, extiendo la presente diligencia en este único folio, que signo, firmo, rubrico y sello en Barcelona, a treinta de abril de mil novecientos noventa y siete. Doy fe.—————

Signado y firmado JUAN RUBIES MALLOL = RUBRICADO Y SELLADO.————————————————

NOTARIA DE JOAN RUBIES RALLO
BARCELONA

PAPEL EXCLUSIVO PARA DOCUMENTOS NOTARIALES

2C6157373

John Venn & Sons
Notaries Public & Translators

Keith F.C. Baker LL.B; FIL, • William J. Kennair LL.B.
Consultants: Jessica M Reeve M.A. • Agnes Corless • Bridget M Ellison B.A.

95 Aldwych London WC2B 4JF
Telephone: 0171 395 4300
Fax: 0171 395 4310
Modem/ISDN: 0171 395 4312

25 PTA
VEINTICINCO PESETAS

Yo, don KEITH FRANCIS CROFT BAKER, Notario Público debidamente admitido, con competencia para actuar en Inglaterra y Gales y con ejercicio en Londres, Inglaterra, certifico por las presentes:

1. QUE la Carta que se adjunta fue firmada por don LESLIE GEORGE SPEARS, titular del pasaporte británico número 500190482;

2. Y QUE la referida Carta, así firmada, ha sido debidamente otorgada por el referido otorgante.

EN TESTIMONIO de lo cual expido este Certificado bajo mi firma y Sello Notarial en Londres, el día dieciocho de abril de mil novecientos noventa y siete.

APOSTILLE

(Hague Convention of 5 October 1961/Convention de La Haye du 5 octobre 1961)

1. Country: United Kingdom of Great Britain and Northern Ireland
Pays: Royaume-Uni de Grande-Bretagne et d'Irlande du Nord

This public document/Le présent acte public

2. has been signed by
a été signé par .... K. F. C. BAKER

3. acting in the capacity of
agissant en qualité de .... Notary Public

4. bears the seal/stamp of
est revêtu du sceau/timbre de .... THE SAID NOTARY PUBLIC

Certified/Attesté

5. at London/à Londres 6. the/le .... 18 APR 1997

7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs/
par le Secrétaire d'Etat Principal de Sa Majesté aux Affaires Etrangères et du Commonwealth.

8. Number/sous No G 444134

9. Stamp:
timbre: FOREIGN AND COMMONWEALTH OFFICE LONDON

10. Signature: K. CHAPMAN

For the Secretary of State/Pour le Secrétaire d'Etat

SALON DEL EXITO, S.L.
C/Córd...
08037 BARCELONA

En Barcelona a 8 de abril de 1997

Muy Sres. nuestros,

En relación al nombramiento del cargo de Administrador Unico de la compañía de nacionalidad española "SALON DEL EXITO, S.L." efectuado a mi favor en méritos de escritura de constitución autorizada por el Notario de Barcelona D. JUAN RUBIES MALLOL el día 2 de abril de 1997 bajo el número 1.583 de su protocolo, por la presente, el que suscribe, D. LESLIE GEORGE SPEARS acepta el cargo por el que ha sido nombrado.

El que suscribe, D. LESLIE GEORGE SPEARS, promete desempeñar su cargo con la lealtad y diligencia debida, asegura no estar incurso en causa legal de incapacidad o incompatibilidad legal para ejercerlo; declara que sus circunstancias personales son las que constan en la escritura de nombramiento y toma el día de hoy posesión de su cargo.

Fdo: D LESLIE GEORGE SPEARS

CONCUERDA con la diligencia y documentos obrantes al final de la matriz número 1583 de mi Protocolo del año en curso, quedando extendida en el presente folio y en sus dos anteriores en orden correlativo, que signo, firmo, rubrico y sello, complementando la presente copia, extendida para la sociedad constituida, en catorce folios de papel notarial, el último de los cuales tiene el número 2A3769975. Barcelona a treinta de Abril de mil novecientos noventa y siete. DOY FE.--

NOTARIA DE JOAN RUBIES MALLOL · NIHIL PRIUS FIDE · BARCELONA

REGISTRO MERCANTIL DE BARCELONA

009/7058424

Previo examen y calificación del precedente documento al amparo del art.18 del Código de Comercio y 6 del Reglamento del Registro Mercantil, queda INSCRITO PARCIALMENTE de conformidad con la solicitud formulada en el Otorgamiento Quinto de la escritura, al folio 211 del tomo 29876, Hoja número B-161.738, inscripción 1ª.

Denegada la inscripción del apartado e) del artículo 2 al apreciarse el siguiente defecto insubsanable: los amplios términos del precepto (que equivalen a la explotación de todo tipos de bienes: artículo 333 del Código Civil) no llenan las exigencias legales de determinación (artículo 9-b de la Ley de Sociedades de Responsabilidad Limitada, 178.1 del Reglamento del Registro Mercantil y Resoluciones de la Dirección General de los Registros y del Notariado de 25 de Julio de 1992 y 19 de Julio de 1996).

No inscrita la enumeración de facultades del órgano de administración consignada en el Art. 18 de los Estatutos de conformidad con lo dispuesto en el Art. 185.6 del Reglamento del Registro Mercantil.

BARCELONA, a 18 de Junio de 1997
EL REGISTRADOR

HELIODORO SANCHEZ RUS · REGISTRO MERCANTIL

DA3 L 8/89
Base de cuantía declarada
Arancel: 1,5,13,20 a 25
Honorarios: 16.625 ptas

NOTARIA DE D. MAURICIO PARDO MORALES - MARBELLA - NIHIL PRIUS FIDE

Agencia Tributaria

IDENTIFICACION FISCAL

Código de Identificación
B61360152

Denominación o Razón Social	SALON DEL EXITO, SL
Domicilio Social	AV RICARDO SORIANO 65 MARBELLA 29600 MALAGA
Domicilio Fiscal	AV RICARDO SORIANO 6 MARBELLA 29600 MALAGA
Actividad Principal CNAE	830
Administración	29069

G. CIFEM 06.97

Yo, MAURICIO PARDO MORALES, Notario del Ilustre Colegio de Granada, con residencia en MARBELLA DOY FE: Que las —— 18 —— fotocopias que anteceden, selladas y numeradas, coinciden exactamente con el original, con el que las he cotejado.

Marbella, de 25 JUN. 2003 de

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