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ACCOUNT NO. : 072100000032

REFERENCE : 656787 4333573

AUTHORIZATION

Patricia P...

COST LIMIT : \$ 70.00

ORDER DATE : January 5, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 656787-010

900002396689--9

CUSTOMER NO: 4333573

CUSTOMER: Vincent Balardi, Esq
Morgenthau Greenes Goldfarb &
575 Lexington Avenue, 31st Fl.
New York, NY 10022

FOREIGN FILINGS

NAME: HAIR CLUB FOR MEN, LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

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DIVISION OF CORPORATIONS
98 JAN 12 PM 1:21
RECEIVED
98 JAN 12 AM 11:33
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. HAIR CLUB FOR MEN, LTD. to be known in Florida as HAIR CLUB FOR MEN LTD., INC.
(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. New York
(State or country under the law of which it is incorporated)
3. 13-2867772
(FEI number, if applicable)
4. July 20, 1976
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 345 Hudson Street
New York, New York 10014
(Current mailing address)
8. To sell hair replacement products and services and franchises for the sale of such products and services and to engage in all other activities that a corporation may lawfully engage in.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Seymour Sperling
Office Address: 1167 Hillsboro Mile, #116
Hillsboro Beach, Florida, 33062
(Zip Code)

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.

By: 
(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 addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Seymour Sperling

Address: 1167 Hillsboro Mile, #116

Hillsboro Beach, Florida 33062

Director: Amy Sperling

Address: 220 Old Willets Path

Smithtown, New York 11787

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B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Seymour Sperling

Address: 1167 Hillsboro Mile, #116

Hillsboro Beach, Florida 33062

Vice President: Susan Tapply-Fox

Address: 345 Hudson Street

New York, NY 10014

Secretary: Amy Sperling

Address: 220 Old Willets Path

Smithtown, NY 11787

Treasurer: Amy Sperling

Address: 220 Old Willets Path

Smithtown, NY 11787

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

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

14. Amy : Sperling, Vice President
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO APPLICATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

Item 12

A. DIRECTORS:

Susan Tapply-Fox
345 Hudson Street
New York, NY 10014

B. OFFICERS:

Susan Tapply-Fox, Senior Vice President of Operations
345 Hudson Street
New York, NY 10014

Jan Sigmon, Esq., Vice President and General Counsel
345 Hudson Street
New York, NY 10014

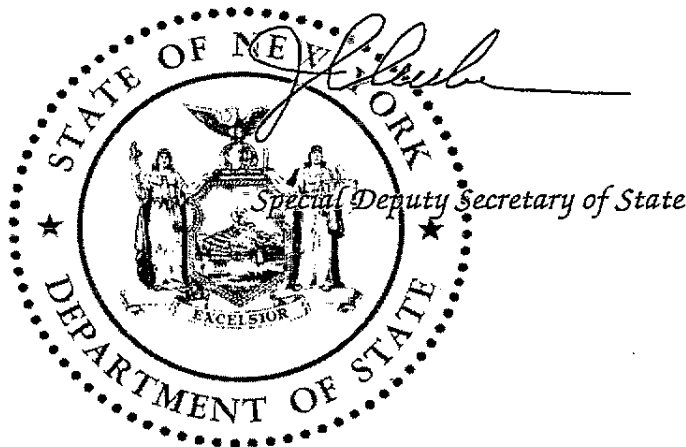
Amy Sperling, Vice President
220 Old Willets Path
Smithtown, NY 11787

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State of New York } **ss:**
Department of State

I hereby certify, that the certificate of incorporation of HAIR CLUB FOR MEN LTD. was filed on 07/20/1976, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of January
one thousand nine hundred and
ninety-eight.*



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