

L000000/1624

LAW OFFICES
CHESSEY, WINGARD, BARR & FLEET, P.A.

D. MICHAEL CHESSEY*
HARRY E. BARR***
H. BART FLEET
CHRISTA L. SWANICK
KATHRYN M. BROWN
ALLISON M. TRINGAS

OF COUNSEL
J.D. WINGARD, JR.
JEROME A. ZIVAN**

1201 EGLIN PARKWAY
SHALIMAR, FLORIDA 32579
(850) 651-9944
FAX (850) 651-6084

35008 EMERALD COAST PARKWAY
SUITE 202B
DESTIN, FLORIDA 32541

(850) 650-7299
FAX (850) 650-1499

September 14, 2000

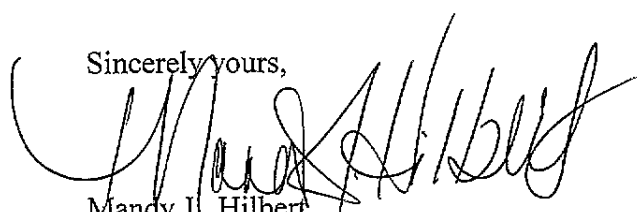
Division of LLC's
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: KPH, LLC

Dear Sirs:

Enclosed you will find the original Articles of Organization for KPH, LLC to be filed with your office along with a check in the amount of \$155.00, for Filing Fees, Designation of Registered Agent and a certified copy. Once filed, please return the certified copy to my attention at the Shalimar address above. If I can answer any questions, please do not hesitate to contact me directly. Thank you.

Sincerely yours,



Mandy J. Hilbert
Legal Assistant to H. Bart Fleet
mandy@bartfleet.com

/mh

Enclosures: as stated
cc: Karen Pflieger Hudson

F:\Mandy\KPH, LLC\Sec. of State.ltr.wpd

FILED
00 SEP 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000003401150--2
-09/21/00--01096--002
****155.00 ****155.00

L00-11624
AL

ARTICLES OF ORGANIZATION

OF

KPH, L.L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME

The name of this limited liability company is KPH, L.L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

The purpose for which the Company is to operate and maintain a beauty salon business. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY

The mailing address and street address of the initial principal office in Florida for the Company is c/o 2395 W. Co Highway 30A, Santa Rosa Beach, Florida 32459.

FILED
SEP 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is H. Bart Fleet, 1201 Eglin Parkway, Shalimar, Florida 32579.

ARTICLE VI - ADDITIONAL MEMBERS

An interest of a Member of the Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee or assignee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member and in such case the transferee or assignee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferee Member would otherwise be entitled.

ARTICLE VII - CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

ARTICLE VIII - MANAGEMENT

The Company is to be managed by an operating manager or managers. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is Karen Pflieger Hudson and Ted Hudson.

FILED
SEP 21 PM 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX - INDIVIDUALS FORMING COMPANY


The names and addresses of the Members forming this Company are as follows:

Karen Pflieger Hudson
25 Point Court
Santa Rosa Beach, Florida 32459

Theodore K. Hudson
25 Point Court
Santa Rosa Beach, Florida 32459

and their authorized representative for purposes of executing these Articles of Organization and the attached Affidavit is H. Bart Fleet.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 18th day of September, 2000, as the authorized representative for the Members of the Company identified above.

By: 
H. Bart Fleet, Authorized Representative

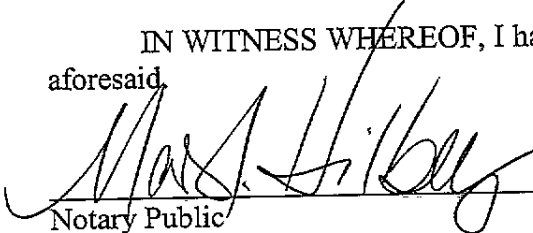
FILED
NO SEP 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


STATE OF FLORIDA

COUNTY OF OKALOOSA

On this 18th day of September, 2000, before me personally appeared H. Bart Fleet, the authorized representative of the Members of the Company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.


Notary Public
My Commission Expires:

 Mandy J Hilbert
My Commission CC948572
Expires January 19, 2002

ACCEPTANCE BY THE REGISTERED AGENT

I, H. Bart Fleet, hereby accept appointment as Registered Agent for the Limited Liability Company, KPH, L.L.C., and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 19 day of September, 2000.



H. Bart Fleet, Registered Agent

THIS INSTRUMENT PREPARED BY:

H. Bart Fleet
1201 Eglin Parkway
Shalimar, FL 32579

T:\Mandy\KPH, LLC\Articles of Organization

FILED
00 SEP 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA