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WILLIAM A. WARES  
Attorney at Law  
4407 Carrollwood Village Drive  
Tampa, Florida 33624  
(813) 961-4732

September 26, 2000

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: International Beauty Systems, L.L.C.  
Our File No. 00-3059

900003408389--0  
-09/28/00--01088--001  
\*\*\*\*\*139.75 \*\*\*\*\*139.75

900003408389--0  
-11/01/00--01105--003  
\*\*\*\*\*15.25 \*\*\*\*\*15.25

Dear Sir:

We are pleased to enclose an original and one copy of the Articles of Organization for the subject limited liability company and our check in the amount of \$125.00 to cover the cost of the following:

Filing Fee	-	\$100.00
Certified Copy	-	\$ 14.75
Resident Agent Fee-		<u>\$ 25.00</u>
		\$139.75

We would appreciate your filing the Articles, certifying the enclosed copy and returning the same to us: attention William A. Wares.

Sincerely,

*William A. Wares*  
William A. Wares

WAW/pw

Enclosure

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 4, 2000

WILLIAM A. WARES  
4407 CARROLLWOOD VILLAGE DR  
TAMPA, FL 33624

SUBJECT: INTERNATIONAL BEAUTY SYSTEMS, L.L.C.  
Ref. Number: W00000024104

We have received your document for INTERNATIONAL BEAUTY SYSTEMS, L.L.C. and your check(s) totaling \$139.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

The document must contain both the street address of the principal office and the mailing address of the entity.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 500A00052646

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**ARTICLES OF ORGANIZATION**

**OF**

**INTERNATIONAL BEAUTY SYSTEMS, L.L.C.**

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the limited liability company shall be:.

INTERNATIONAL BEAUTY SYSTEMS, L.L.C.

**ARTICLE II  
PERIOD OF DURATION**

The period of duration of the limited liability company shall be from the date of filing until the first to occur of the following:

(a) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(b) Dissolution of the limited liability company by law or in accordance with the regulations adopted by limited liability company.

**ARTICLE III  
PURPOSES**

The initial purpose of the limited liability company to engage in the sale and distribution of professional hair care supplies, but the limited liability company may engage in the transaction of any or all lawful business for which

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limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE IV  
STREET ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the limited liability company is 16602 East Course Drive, Tampa, Florida 33624 and the mailing address of the limited liability company is 16602 East Course Drive, Tampa, Florida 33624

**ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 16602 East Course Drive, Tampa, Tampa, Florida 33624, and the name of its initial registered agent is Stephen J. Wortham. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VI  
INITIAL CAPITAL CONTRIBUTIONS**

The total amount of cash and the description and agreed value of property other than cash initially contributed to the limited liability company is as follows:

<u>Member</u>	<u>Cash</u>	<u>%</u> <u>Interest</u>
Stephen J. Wortham	\$60.00	60%
Brenda Duval	\$15.00	15%
Luke Jacobellis	\$15.00	15%
Rick Battaligni	\$10.00	10%

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**ARTICLE VII  
ADDITIONAL CONTRIBUTIONS**

No additional contributions to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations.

**ARTICLE: VIII  
MANAGEMENT**

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of, the managers of the limited liability company. The Board of Managers shall consist of one (1) person elected by a majority vote in interest of the members of the limited liability company. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from his election until the election of his successor; provided, however, any manager may be removed for cause as provided in the Regulations of the limited liability company. The name and current address of the manager who is to serve as manager until the first annual meeting of members or until its successors are elected and qualify are as follows:

Stephen J. Wortham      16602 East Course Drive  
Tampa, Florida 33624

**ARTICLE IX  
OWNERSHIP**

All of the ownership interests of the limited liability company shall be owned by the members of the limited liability company. The name and current address of each initial member is as follows:

Stephen J. Wortham  
16602 East Course Drive  
Tampa, Florida 33624

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Brenda Duval  
3500 N.W. 34<sup>th</sup> Street  
Gainesville, Florida 32605

Luke Jacobellis  
8990 Farralane Avenue  
West Hills, California 91304

Rick Battalighi  
3921 West 171<sup>st</sup> Street  
Torrance, California 90504

#### **ARTICLE X 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 limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued in accordance with the regulations.

#### **ARTICLE XI RESTRICTIONS ON MEMBERSHIP**

No new members shall be admitted to the limited liability company except in accordance with the regulations. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with regulations of the limited liability company.

#### **ARTICLE XII REGULATIONS**

The manager of the limited liability company shall adopt regulations which shall also act as the operating agreement of the limited liability company pertaining to the regulation, management and affairs of the limited liability

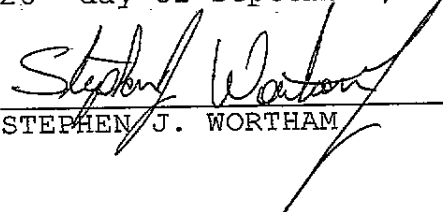
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company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the manager of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

**ARTICLE XIII  
ACKNOWLEDGMENT**

The undersigned, being one of the members of the limited liability company, does hereby certify that the foregoing constitutes the proposed Articles of Organization of INTERNATIONAL BEAUTY SYSTEMS, L. L. C. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 26<sup>th</sup> day of September, 2000.

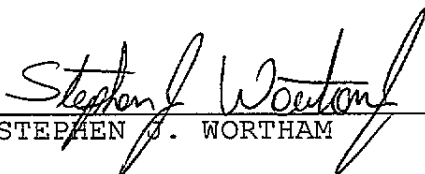
  
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STEPHEN J. WORTHAM

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**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of International Beauty Systems, L.L.C., the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 26<sup>th</sup> day of September, 2000.

  
STEPHEN J. WORTHAM

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA