

L02000022494

**LAW OFFICES OF
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September 10, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/13/02-01040-027
*****70.00 *****60.00

Re: Michael Anthony's Hair & Nail Salon, Inc. & Michael Anthony's Hair & Nail
Salon, LLC

Dear Sir(s)/Madam(s):

Enclosed is an original and one (1) copy of the Articles of Merger, Plan of Merger and our firm check number 1295 in the amount of \$70.00, covering the cost of the merger. Please provide our office with a copy of the Articles of Merger and Plan of Merger, once they have been filed.

If you have any questions, please feel free to call our office.

Very truly yours,



DENISE DECKELBOIM
Legal Assistant to
DEAN R. HALPER, ESQ.

DRH/dd
Enclosures

02 SEP 13 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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UB
9-18-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

MICHAEL ANTHONY'S HAIR & NAIL SALON, INC., A FLORIDA ENTITY,
P98000011287

into

MICHAEL ANTHONY'S HAIR & NAIL SALON, LLC, a Florida entity
L02000022494

File date: September 13, 2002

Corporate Specialist: Trevor Brumbley

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Michael Anthony's Hair & Nail Salon, Inc. 5859 West Atlantic Avenue, Ste. B5 Delray Beach, FL 33484	Florida	Corporation

Florida Document Registration Number: P98000011287 FEI Number: 650816666

2. Michael Anthony's Hair & Nail Salon, LLC. 5859 West Atlantic Avenue, Ste. B5 Delray Beach, FL 33484	Florida	Limited Liability Company
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Florida Document Registration Number: L02000022494 FEI Number: NONE

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Michael Anthony's Hair & Nail Salon, LLC. 5859 West Atlantic Avenue, Ste. B5 Delray Beach, FL 33484	Florida	Limited Liability Company

Florida Document Registration Number: L02000022494 FEI Number: NONE

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.21, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity (ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any

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dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership, and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.438(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

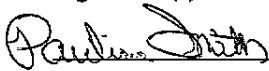
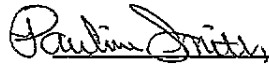
OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Michael Anthony's Hair & Nail Salon, Inc.		Pauline Smith President & Sole Stockholder 13599 Barton Lake Delray Beach, FL 33484
Michael Anthony's Hair & Nail Salon, LLC		Pauline Smith Manager 13599 Barton Lake Delray Beach, FL 33484

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<u>Michael Anthony's Hair & Nail Salon, Inc.</u>	<u>Florida</u>
<u>Michael Anthony's Hair & Nail Salon, LLC.</u>	<u>Florida</u>

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<u>Michael Anthony's Hair & Nail Salon, LLC.</u>	<u>Florida</u>

THIRD: The terms and conditions of the merger are as follows:

Michael Anthony's Hair & Nail Salon, Inc. shall be merged into Michael Anthony's Hair & Nail Salon, LLC, all of the corporations assets and liabilities shall be acquired by Michael Anthony's Hair & Nail Salon, LLC, which shall be the surviving entity. Michael Anthony's Hair & Nail Salon, Inc. shall be dissolved.

FOURTH:

A. The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire

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interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Michael Anthony's Hair & Nail Salon, Inc. shall exchange and/or assign all its rights, title, and interest in all its real property and personal property and its liabilities to Michael Anthony's Hair & Nail Salon, LLC in consideration of acquiring a 100% interest in Michael Anthony;s Hair & Nail Salon, LLC.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,
Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Pauline Smith
13599 Barton Lake
Delray Beach, FL 33484

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

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