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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Troy #2940

MERGER OR SHARE EXCHANGE

BEAUTY ALLIANCE INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$87.50

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DEC. 18. 2007 11:55AM C S C

NO: 905 P. 2/6

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Independent Salon Resource, LLC	Florida	LLC

SECOND: The ~~exact~~ name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beauty Alliance Inc. Nevada	Nevada	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to not more than 90 days after the date this document is filed by the Florida Department of State:

As of the close of business on December 31, 2007

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Corporation Service Company

2711 Centerville Road, Suite 400

Wilmington, DE 19808

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: L'Oreal USA, Inc., Attn: Legal Department

575 Fifth Avenue

New York, NY 10017

Mailing address: L'Oreal USA, Inc., Attn: Legal Department

575 Fifth Avenue

New York, NY 10017

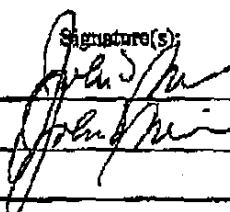
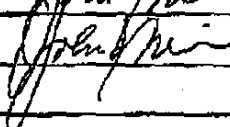
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Independent Salon Resource, LLC		John D. Sullivan
Beauty Alliance Inc.		John D. Sullivan

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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NO. 905 P. 5/6

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Independent Salon Resource, LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beauty Alliance Inc. Nevada	Nevada	Corporation

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

See attached.

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TALLAHASSEE, FLORIDA

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1. The present Articles of Incorporation of the Surviving Party shall constitute the Articles of Incorporation of said Surviving Party and shall continue to be in full force and effect until altered or amended under the authority of the laws of the State of Nevada.
2. The members constituting the Board of Directors of the Surviving Party upon the effective date of the merger herein provided for and the officers in office of said Surviving Party upon said effective date shall continue to hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated.
3. Upon the effective date of the merger, each membership interest of the Merging Party shall be terminated and extinguished. The shares of the Surviving Party shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Party.
4. The Plan of Merger herein made and entered into shall be submitted to the members entitled to vote of the Merging Party in the manner prescribed by the laws of the State of Florida and of the shareholders and Board of Directors of the surviving Party in the manner prescribed by the laws of the State of Nevada.
5. In the event that this Plan of Merger shall have been adopted by the members entitled to vote of the Merging Party in accordance with the provisions of the laws of the State of Florida and shall have been adopted by the shareholders and Board of Directors entitled to vote of the Surviving Party in accordance with the provisions of the laws of the State of Nevada, the Merging Party and the Surviving Party agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Nevada, and that they will cause to be performed all necessary acts within the State of Florida and the State of Nevada and elsewhere to effectuate the merger.
6. The Board of Directors, members or the Board of Managers (as the case may be), and the proper officers of the constituent entities are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement or of the merger herein provided for.
7. The merger shall be effective as of the close of business on December 31, 2007.

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