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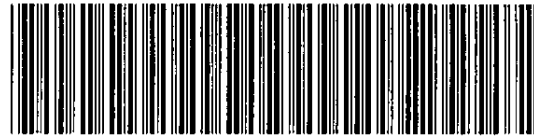
(Business Entity Name)

(Document Number)

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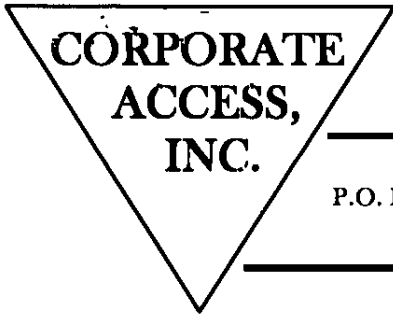
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EXAMINER



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1. Francó's Beauty Center of Naples, L.L.C.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF ORGANIZATION
OF
FRANCO'S BEAUTY CENTER OF NAPLES, L.L.C.

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ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be FRANCO'S BEAUTY CENTER OF NAPLES, L.L.C., and the mailing address and street address of its principal office shall be 4154 Tamiami Trail North, Naples, Florida 34103, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

ARTICLE II
PURPOSE AND POWERS

This limited liability company is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida and shall have all of the powers authorized by the State of Florida for limited liability companies but shall remain subject to statutes and regulations of the laws of the State of Florida for regulating and controlling business.

ARTICLE III
MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed company. The number of Managers shall be determined by the Operating Agreement as adopted in writing by the membership. The initial numbers of managers is one. The company shall be managed by said Manager or Managers in accordance with an Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial Managers of the company are:

Ewa Skorupa
4154 Tamiami Trail North, Naples, Florida 34103.

Instruments and documents for the acquisition, mortgage, deposition, conveyance, lease, sale or transfer of the personal property or real property of this limited liability company may be executed on its behalf by one or more Managers.

ARTICLE IV -- Limitation on Agency Authority of Members:

Pursuant to Section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member. The Company is managed exclusively by a Manager or Managers and Members have no authority to bind the Company.

ARTICLE V -- Operating Agreement

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members. The Operating Agreement may provide for and regulate different classes of membership interests, which may consist of having voting and non-voting interests, and/or membership interests with different priorities at time of dissolution and distribution.

No member may assign any part or all of his interest, voluntarily or involuntarily, without the consent of the Manager(s) and of the non-assigning members which consent is given in accordance with the terms of the Operating Agreement and Article VI hereinafter set forth.

ARTICLE VI – Initial Member and Admission of New Members

The subscribing initial members of the Limited Liability Company and their respective ownership are as follows:

Jerzy Panczyk (33%) and Ewa Skorupa (67%)
4154 Tamiami Trail North, Naples, Florida 34103.

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. No member may assign any part or all

part or all of his interest, voluntarily or involuntarily, without the consent of a majority of the Manager(s) and a majority in interest of the other non-assigning members which consent is given in accordance with the terms of the Operating Agreement. The transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of said member's interest approve of the proposed transfer by written consent.

ARTICLE V

DURATION

The company shall terminate on December 31, 2038, or at such earlier date as provided in the Operating Agreement. Subsequent to said termination date the Manager shall engage in only such matters as is reasonably required to liquidate the affairs of the Limited Liability Company

ARTICLE VI

AMENDMENT

These Articles may be amended by a vote of a majority in interest of the voting Members.

ARTICLE VII

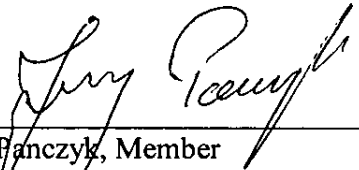
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this limited liability company is 4154 Tamiami Trail North, Naples, Florida 34103, and the name of the company's initial registered agent for service of process at that address is Jerzy Panczyk.

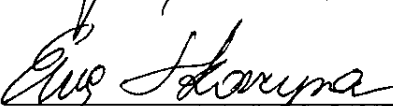
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The undersigned, being the original Members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of ~~FRANCO~~ BEAUTY CENTER OF NAPLES, LLC. **FRANCO'S**

Executed by the undersigned on this 9th day of May, 2008.



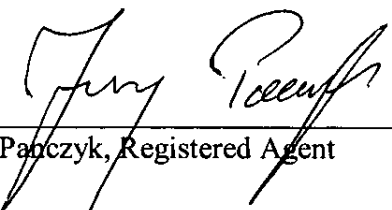
Jerzy Pancerzyk, Member



Ewa Skorupa, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent, as provided for in Chapter 608, Florida Statutes.



Jerzy Pancerzyk, Registered Agent

Dated: May 9, 2008