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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 973722 4335379

AUTHORIZATION :

COST LIMIT : \$ 285.00

ORDER DATE : June 3, 1996

ORDER TIME : 12:47 PM

ORDER NO. : 973722

CUSTOMER NO: 4335379

CUSTOMER: Lester Mardiks, Esq
CREATIVE HAIRDRESSERS, INC.

2815 Hartland Road

Falls Church, VA 22043

DOMESTIC FILING

NAME: HAIR CUTTERY OF NORTH FLORIDA,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

*Karen B. Rozar gave
auth. to total the
Contribution. 6-4-96*

*Dmc
6/4/96*

FILED
96 JUN -3 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900001848419

RECEIVED
96 JUN -3 PM 1:13
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION OF
HAIR CUTTERY OF NORTH FLORIDA, L.C.

A LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be Hair Cuttery of North Florida, L.C. (the "Company").

ARTICLE II

PURPOSES AND POWERS

This Company is organized to engage in any activity or business in which a limited liability company may engage under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL CONTRIBUTIONS AND COMMITMENTS

The Company has at least two (2) members. Initial capital contributions have been paid in cash and property to the Company by the initial Members, as follows:

	<u>Cash</u>	<u>Property</u>	<u>Agreed Value</u>
Scoto, Inc., a Florida corporation	\$1,176.00	See Exhibit "A"	\$450,000
Dimples, Inc., a Florida corporation	\$ 840.00	See Exhibit "B"	\$225,000
Creative Hairdressers, Inc., a Virginia corporation	\$ 336.00	See Exhibit "C"	\$225,000

No additional contributions are anticipated at this time.

FILED

96 JUN -3 PM 4:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

LIMITED LIABILITY COMPANY POWERS

All of the Company's powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of its Members, unless otherwise provided in Regulations adopted by the Members. This Article may be amended from time to time in accordance with the Regulations of the Company adopted by a unanimous vote of the Members of the Company. The Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with applicable law or these Articles of Organization.

ARTICLE V

DURATION

The Company is to exist until December 31, 2025, unless sooner terminated as provided in the Regulations.

ARTICLE VI

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Company shall be located at 2815 Hartland Road, Falls Church, Virginia 22043. The mailing address of the Company shall be 2815 Hartland Road, Falls Church, Virginia 22043.

ARTICLE VII

MANAGEMENT

Management of the Company is reserved to its Members in accordance with applicable law and Regulations of the Company adopted by a unanimous vote of the Members. The names and addresses of the initial Members are:

Scoto, Inc.	5150 Bridlewood Court Ponte Vedra Beach, FL 32082
Dimples, Inc.	2815 Hartland Road Falls Church, VA 22043
Creative Hairdressers, Inc.	2815 Hartland Road Falls Church, VA 22043

ARTICLE VIII

INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The address of the initial registered agent of the Company is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301, and the name of its initial registered agent at such address is United States Corporation Company

ARTICLE IX

RESTRICTIONS ON MEMBERSHIP

New Members may only be admitted by the unanimous written consent of the Members. The terms and conditions of the admission of a new Member, including contributions required of new Members shall be determined by a unanimous vote of the Members as of the time of admission of such new Members to the Company.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Members shall have the right to continue the business upon the unanimous written consent of such remaining Members, provided there are at least two (2) remaining Members, or if less than two (2) Members, a new Member is then simultaneously admitted by the remaining Member. Such written consent must be given by all of the remaining Members within thirty (30) days following any of the events described above.

The undersigned, being the initial Members of the Company, hereby certify that the foregoing constitutes the Articles of Organization of Hair Cattery of North Florida, L.C.

Executed by the undersigned on the 21st day of May, 1996.

Attest:

Elizabeth J. Gilpin
Print Name: Elizabeth J. Gilpin
Its: Secretary

SCOTO, INC., a Florida corporation

By: C. Edward Gilpin, Jr.
C. Edward Gilpin, Jr.
Its: President

Attest:

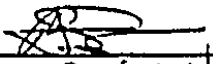
Ron Siegel
Print Name: Ron Siegel
Its: Secretary
Assistant

DIMPLES, INC., a Florida corporation

By: Dennis F. Ratner
Print Name: Dennis F. Ratner
Its: President

LON
5-2396

Attest:


Print Name: Dennis F. Ratner
Its: Secretary
70091.1 Assistant

CREATIVE HAIRDRESSERS, INC.,
a Virginia corporation

By: 
Dennis F. Ratner
Its: President

LDH
5-23-76

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being familiar with all of the duties and responsibilities of a Registered Agent in the State of Florida, hereby accepts the appointment and obligations of the position on behalf of Hair Cuttery of North Florida, L.C., a Florida limited liability company.

UNITED STATES CORPORATION COMPANY

June 3rd 1996
Date

By: Patricia Pizzuto
Print Name: Patricia Pizzuto
Its: Agent

AFFIDAVIT

STATE OF FLORIDA :
COUNTY OF DUVAL :

FILED
96 JUN -3 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME personally appeared C. Edward Gilpin, Jr., President of Scoto, Inc., a Florida corporation, and Dennis F. Ratner, President of Dimples, Inc., a Florida corporation, and as President of Creative Hairdressers, Inc. which are the Members of Hair Cuttery of North Florida, L.C., who, after being duly sworn, deposes and says:

1. That the Hair Cuttery of North Florida, L.C. has three (3) Members: Scoto, Inc., a Florida corporation, and Dimples, Inc., a Florida corporation, and Creative Hairdressers, Inc, a Virginia corporation.
2. That the amounts of cash and agreed upon value of property initially contributed by the Members are as follows:

	<u>Cash</u>	<u>Property</u>	<u>Agreed Value</u>
Scoto, Inc., a Florida corporation	\$1,176.00	See Exhibit "A"	\$450,000
Dimples, Inc., a Florida corporation	\$ 840.00	See Exhibit "B"	\$225,000
Creative Hairdressers, Inc., a Virginia corporation	\$ 336.00	See Exhibit "C"	\$225,000

3. That there is no other property, other than the above-stated cash and property contributed to the Company by the Members.
4. That additional contributions by the Members will be made as required, as determined by unanimous consent of the Members, or pursuant to the Company's Regulations.
5. That management of the Company is reserved to the Members in accordance with the Articles of Organization.

FURTHER, Affiants sayeth not.

WITNESS my hand and seal this 21 day of May, 1996.

SCOTO, INC., a Florida corporation

By: [Signature]
C. Edward Gilpin, Jr.
Its: President

DIMPLES, INC., a Florida corporation

By: [Signature] LOM 5.23.96
Dennis F. Ratner
Its: President

CREATIVE HAIRDRESSERS, INC.,
a Virginia corporation

By: [Signature] LOM 5.23.96
Dennis F. Ratner
Its: President

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, appeared C. Edward Gilpin, Jr., as President of Scoto, Inc., a Florida corporation, on behalf of said corporation, who is personally known to me or has produced _____ as identification, this 21st day of May, 1996.



[Signature]
Print Name: Carol L. Wright
Notary Public
State of Florida At Large
Commission No.: _____
My Commission Expires: _____

Commonwealth

STATE OF VIRGINIA
COUNTY OF Fairfax

BEFORE ME, the undersigned authority, appeared Dennis F. Ratner, as President of Dimples, Inc., a Florida corporation, on behalf of said corporation, who is personally known to me or has produced _____ as identification, this 24 day of May, 1996.

Commonwealth

[Signature]
Print Name: Dawn Marie Humm
Notary Public
State of Virginia
Commission No.: _____
My Commission Expires: 9-30-98

Commonwealth

STATE OF VIRGINIA
COUNTY OF Fairfax

BEFORE ME, the undersigned authority, appeared Dennis F. Ratner, as President of Creative Hairdressers, Inc., a Virginia corporation, on behalf of said corporation, who is personally known to me or has produced as identification, this 24 day of May, 1996.



Print Name: Dawn Marie Humm

Notary Public
State of Virginia

Commission No.:

My Commission Expires: 9-30-98

Commonwealth

Exhibit "A"

Scoto, Inc. Assets

All of the fixed assets, including furniture, fixtures, computers, computer equipment and leasehold improvements owned by Scoto, Inc. and located at the following locations:

<u>Salon #</u>	<u>Address</u>
1	Merrill Road 7001-29 Merrill Road Jacksonville, FL 32277
2	Orange Park 2285 Kingsley Avenue Orange Park, FL 32073
3	Wells Road 1670 Wells Road, Suite 107 Orange Park, FL 32073
4	University 3744 University Blvd., W. Jacksonville, FL 32217
5	Westside 5926 Normandy Blvd. #48 Jacksonville, FL 32205
7	Mandarin 11112-22 San Jose Blvd. Jacksonville, FL 32223
8	Northside 900-18 Dunn Avenue Jacksonville, FL 32218
11	Boulevard Corners 5800-106 Beach Blvd. Jacksonville, FL 32207
12	Crossroads 10550 Old St. Augustine Road #10 Jacksonville, FL 32257
13	103rd Street 6733-108 103rd Street Jacksonville, FL 32210

- 15 Monument Road
2771-22 Monument Road
Jacksonville, FL 32225
- 16 Lem Turner
3000-29 Dunn Avenue
Jacksonville, FL 32218
- 17 Neptune Beach
548 Atlantic Blvd. #18
Neptune Beach, FL 32233
- 19 South Beach
3988 South Third Street #12
Jacksonville Beach, FL 32250

Exhibit "B"

Dimples, Inc. Assets

All of the fixed assets, including furniture, fixtures, computers, computer equipment and leasehold improvements owned by Dimples, Inc. and located at the following locations:

<u>Salon #</u>	<u>Address</u>
1291	Crossroads Square SC The Hair Cattery 8102 - 121 Blanding Blvd. Jacksonville, FL 32244
1294	Neptune Square SC The Hair Cattery 666 Atlantic Blvd. Neptune Beach, FL 32236
1296	South Blanding Village SC The Hair Cattery 700-4 Blanding Blvd. Orange Park, FL 32065
1309	Jacksonville Regional SC The Hair Cattery 3000 Dunn Avenue, Space 3 Jacksonville, FL 32218
1310	San Jose Plaza The Hair Cattery 10950 San Jose Blvd., Space 41 Jacksonville, FL 32223
1312	Oak Hill SC The Hair Cattery 7628 103rd Street, Space 10 Jacksonville, FL 32210
1339	Merrill Station 8011 Merrill Road, Unit 1 Jacksonville, FL 32256
1374	South Beach Regional SC 4002 South Third Street Jacksonville Beach, FL 32250
1417	The Avenues 10300 Southside Blvd., Space 132 Jacksonville, FL 32256

1840

Regency Square Mall
9501 Arlington Expressway,
Space 670
Jacksonville, FL 32225

Exhibit "C"

Creative Hairdressers, Inc. Assets

All of the fixed assets, including furniture, fixtures, computers, computer equipment and leasehold improvements owned by Creative Hairdressers, Inc. and located at the following locations:

<u>Salon #</u>	<u>Address</u>
1950	Baymeadows Commons 9550-12 Baymeadows Road Jacksonville, FL 32256
1987	Seabridge Square 1835 US Highway 1 South, Space 129 St. Augustine, FL 32084
2089	Normandy Village 7764 Normandy Blvd., Space 12 Jacksonville, FL 32221
2189	Old St. Augustine Road Pl. 11250 Old St. Augustine Road Space 23 Jacksonville, FL 32257

Exhibit "A"

Scoto, Inc. Assets

All of the fixed assets, including furniture, fixtures, computers, computer equipment and leasehold improvements owned by Scoto, Inc. and located at the following locations:

<u>Salon #</u>	<u>Address</u>
1	Merrill Road 7001-29 Merrill Road Jacksonville, FL 32277
2	Orange Park 2285 Kingsley Avenue Orange Park, FL 32073
3	Wells Road 1670 Wells Road, Suite 107 Orange Park, FL 32073
4	University 3744 University Blvd., W. Jacksonville, FL 32217
5	Westside 5926 Normandy Blvd. #48 Jacksonville, FL 32205
7	Mandarin 11112-22 San Jose Blvd. Jacksonville, FL 32223
8	Northside 900-18 Dunn Avenue Jacksonville, FL 32218
11	Boulevard Corners 5800-106 Beach Blvd. Jacksonville, FL 32207
12	Crossroads 10550 Old St. Augustine Road #10 Jacksonville, FL 32257
13	103rd Street 6733-108 103rd Street Jacksonville, FL 32210

- 15 Monument Road
2771-22 Monument Road
Jacksonville, FL 32225
- 16 Lem Turner
3000-29 Dunn Avenue
Jacksonville, FL 32218
- 17 Neptune Beach
548 Atlantic Blvd. #18
Neptune Beach, FL 32233
- 19 South Beach
3988 South Third Street #12
Jacksonville Beach, FL 32250

Exhibit "B"

Dimples, Inc. Assets

All of the fixed assets, including furniture, fixtures, computers, computer equipment and leasehold improvements owned by Dimples, Inc. and located at the following locations:

<u>Salon #</u>	<u>Address</u>
1291	Crossroads Square SC The Hair Cattery 8102 - 121 Blanding Blvd. Jacksonville, FL 32244
1294	Neptune Square SC The Hair Cattery 666 Atlantic Blvd. Neptune Beach, FL 32236
1296	South Blanding Village SC The Hair Cattery 700-4 Blanding Blvd. Orange Park, FL 32065
1309	Jacksonville Regional SC The Hair Cattery 3000 Dunn Avenue, Space 3 Jacksonville, FL 32218
1310	San Jose Plaza The Hair Cattery 10950 San Jose Blvd., Space 41 Jacksonville, FL 32223
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1417	The Avenues 10300 Southside Blvd., Space 132 Jacksonville, FL 32256

1840

Regency Square Mall
9501 Arlington Expressway,
Space 670
Jacksonville, FL 32225

Exhibit "C"

Creative Hairdressers, Inc. Assets

All of the fixed assets, including furniture, fixtures, computers, computer equipment and leasehold improvements owned by Creative Hairdressers, Inc. and located at the following locations:

<u>Salon #</u>	<u>Address</u>
1950	Baymeadows Commons 9550-12 Baymeadows Road Jacksonville, FL 32256
1987	Seabridge Square 1835 US Highway 1 South, Space 129 St. Augustine, FL 32084
2089	Normandy Village 7764 Normandy Blvd., Space 12 Jacksonville, FL 32221
2189	Old St. Augustine Road Pl. 11250 Old St. Augustine Road Space 23 Jacksonville, FL 32257