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LIMITED LIABILITY COMPANY

CHANGE OF PACE HAIR SALON, I.C.

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Katherine Harris
Secretary of State

March 17, 1999

STEVEN M. SINGER, ESQ.
88 N.E. 168TH STREET
NORTH MIAMI BEACH, FL 33162

SUBJECT: CHANGE OF PACE HAIR SALON, L.C.
REF: W99000006478

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please change the wording in section 3. You state the address of the "registered office" is, please change it to principal office and add the mailing address.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000006415
Letter Number: 299A00013128



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TALLAHASSEE, FLORIDA

March 22, 1999

STEVEN M. SINGER, ESQ.
88 N.E. 168TH STREET
NORTH MIAMI BEACH, FL 33162SUBJECT: CHANGE OF PACE HAIR SALON, L.C.
REF: W99000006478

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name must be the same throughout the document. Do you want the word "Hair" or "Hare"?

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) 487-6913.

Diane Cushing
Corporate SpecialistFAX Aud. #: H99000006415
Letter Number: 899A00014056

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ARTICLE OF ORGANIZATION

CHANGE OF PACE HAIR SALON, L.C.

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is CHANGE OF PACE HAIR SALON, L.C..
2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.
3. Address of Principle Office. The address of the principle and mailing office of the limited liability company is 1340 N.W. 196th Terrace, Miami, Florida 33169.
4. Term. Term of this LLC shall be perpetual.
5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.
6. Period of Duration. The period of duration shall be perpetual.
7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:
Esmerelda Cunningham
1340 N.W. 196th Terrace
Miami, FL 33169

Dahlia Cunningham
1340 N.W. 196th Terrace
Miami, FL 33169

8. Additional Members. The names and addresses of additional member(s) are as follows:
None, other than as stated above.

PREPARED BY:
Steven M. Singer, Esq.
Florida Bar No. 352381
88 N.E 168th St.
North Miami Beach, FL 33162

(305) 653-6666

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9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on 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 as further set forth in the Operating Agreement of the limited liability company

11. Affidavit of Membership and Contribution. The undersigned member or authorized representative of a member of CHANGE OF PACE HAIR SALON, L.C. certifies:

- a.) The above named limited liability company has at least one member;
- b.) The total amount of cash contributed by the member(s) is \$500.00;
- c.) If any, the agreed value of property other than cash contributed by the member(s) is \$ 0.00;
(A description of the property is attached)
- d.) The total amount of cash and property contributed and anticipated to be contributed by the member(s) is \$500.00.


Esmerelda Cunningham
Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

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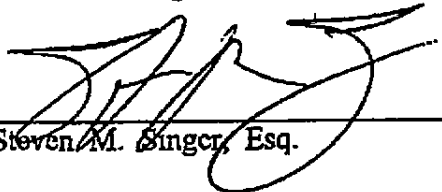
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is CHANGE OF PACE HAIR SALON, L.C.
2. Registered Office. The address of the registered office of the limited liability company is 88 Northeast 168th Street, North Miami Beach, FL 33162.
3. Registered Agent. Steven M. Singer, Esq., is appointed, and by his signature below accepts appointment, to act as the Registered agent of CHANGE OF PACE HAIR SALON, L.C..

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.


Steven M. Singer, Esq.

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