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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

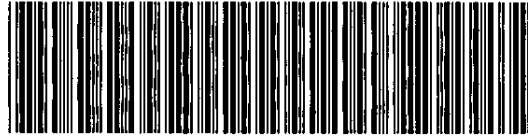
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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15 MAR 31 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Sally Beauty Distribution LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa Henderson

Name of Person

Sally Beauty Supply

Firm/Company

3001 Colorado Blvd.

Address

Denton, Texas 76210

City/State and Zip Code

lhenderson@sallybeauty.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lisa Henderson

Name of Person

at ( 940 ) 297-4969

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

\$25 Filing Fee

\$30 Filing Fee &  
Certificate of Status

\$55 Filing Fee &  
Certified Copy

\$60 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE  
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN FLORIDA**

**SECTION I (1-4 must be completed)**

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Sally Beauty Distribution LLC

2. The Florida document number of this limited liability company is: M07000002284

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: April 20, 2007

**SECTION II (5-9 complete only the applicable changes)**

5. New name of the limited liability company: Arcadia Beauty Labs LLC

(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

Enter Florida Street Address

\_\_\_\_\_, Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

*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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

\_\_\_\_\_  
If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

\_\_\_\_\_

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STATE OF FLORIDA  
TALLAHASSEE

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

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 SECRETARY OF STATE  
 PALM BEACH COUNTY, FLORIDA  
 15 MAR 31 AM 8:00

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of the authorized representative

**Matthew Haltom, SVP & Secretary**

Typed or printed name of signee

**Filing Fee: \$25.00**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BEYOND THE ZONE, INC.", A DELAWARE CORPORATION,

"BRENTWOOD BEAUTY LABORATORIES INTERNATIONAL, INC.", A TEXAS CORPORATION,

"COLORESSE, INC.", A DELAWARE CORPORATION,

"DESIGN LENGTHS, INC.", A DELAWARE CORPORATION,

"ENERGY OF BEAUTY, INC.", A DELAWARE CORPORATION,

"ESTHETICIAN SERVICES, INC.", A DELAWARE CORPORATION,

"FEMME COUTURE INTERNATIONAL, INC.", A DELAWARE CORPORATION,

"FOR PERMS ONLY, INC.", A DELAWARE CORPORATION,

"GENERIC VALUE PRODUCTS, INC.", A DELAWARE CORPORATION,

"HIGH INTENSITY PRODUCTS, INC.", A DELAWARE CORPORATION,

"ION PROFESSIONAL PRODUCTS, INC.", A DELAWARE CORPORATION,

"LAND OF DREAMS, INC.", A DELAWARE CORPORATION,

"MIRACLE LANE, INC.", A DELAWARE CORPORATION,

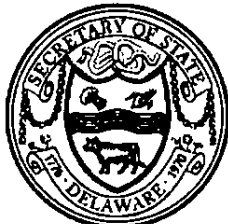
"NAIL LIFE, INC.", A DELAWARE CORPORATION,

"NEW IMAGE PROFESSIONAL PRODUCTS, INC.", A DELAWARE CORPORATION,

FILED  
15 MAR 31 AM 8:09  
SECRETARY OF STATE  
DELAWARE REGISTERED OFFICE

2563340 8100M

150373463



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2210230

DATE: 03-18-15

# Delaware

PAGE 2

*The First State*

"POWER IQ, INC.", A DELAWARE CORPORATION,  
"SALLY BEAUTY DISTRIBUTION OF OHIO, INC.", A DELAWARE  
CORPORATION,  
"SATIN STRANDS, INC.", A DELAWARE CORPORATION,  
"SEXY U PRODUCTS, INC.", A DELAWARE CORPORATION,  
"SILK ELEMENTS, INC.", A DELAWARE CORPORATION,  
"SOREN ENTERPRISES, INC.", A DELAWARE CORPORATION,  
"TANWISE, INC.", A DELAWARE CORPORATION,  
"VENIQUE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SALLY BEAUTY DISTRIBUTION LLC" UNDER THE NAME  
OF "ARCADIA BEAUTY LABS LLC", A LIMITED LIABILITY COMPANY  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF  
DECEMBER, A.D. 2014, AT 5:07 O'CLOCK P.M.  
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2014, AT 11:59 O'CLOCK P.M.

2563340 8100M

150373463



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2210230

DATE: 03-18-15


**CERTIFICATE OF MERGER  
MERCING  
THE ENTITIES LISTED ON ANNEX 1  
WITH AND INTO  
SALLY BEAUTY DISTRIBUTION LLC**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, Sally Beauty Distribution LLC, a Delaware limited liability company formed on the 16th day of November, 2006 pursuant to the provisions of the Delaware Limited Liability Company Act ("Parent"), does hereby execute this Certificate of Merger and certify:

1. That Parent owns all of the outstanding shares of capital stock and membership interests, as applicable, of the subsidiary corporations and the limited liability company listed on **Annex 1** hereto, each a corporation or limited liability company formed pursuant to the provisions of the Delaware General Corporation Law, Delaware Limited Liability Company Act or the laws of such other jurisdiction as indicated on **Annex 1** (together, the "Subsidiaries").
2. That one of the Subsidiaries, Brentwood Beauty Laboratories International, Inc., is a foreign corporation incorporated under the laws of the State of Texas. The merger of this Subsidiary is permitted under, and has been authorized in accordance with, the laws of the State of Texas and such Subsidiary's governing documents.
3. That Parent and each of the Subsidiaries has, in accordance with each of its governing documents, the Delaware General Corporation Law, the Delaware Limited Liability Company Act or the laws of such other jurisdiction as indicated on **Annex 1**, approved and executed an Agreement of Merger, merging the Subsidiaries with and into the Parent (the "Merger").
4. That Sally Beauty Distribution LLC shall be the Surviving Company resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Delaware under the name "Arcadia Beauty Labs LLC".
5. That the Agreement of Merger is on file at the principal place of business of Parent which is located at 3001 Colorado Blvd., Denton, Texas 76210.
6. That a copy of the Agreement of Merger will be furnished by Parent, on request and without cost, to any member or stockholder of the constituent limited liabilities companies or corporations, as applicable.
7. That the Merger shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 2014.

IN WITNESS WHEREOF, Sally Beauty Distribution LLC has caused this Certificate of Merger to be signed by a duly authorized officer this 19<sup>th</sup> day of December, 2014.

SALLY BEAUTY DISTRIBUTION LLC

By:   
Name: Matthew O. Haltom  
Title: Senior Vice President



## ANNEX 1

### Subsidiaries

Entity	Jurisdiction of Incorporation	Organizational Form
Soren Enterprises, Inc.	Delaware	Corporation
Beyond the Zone, Inc.	Delaware	Corporation
Silk Elements, Inc.	Delaware	Corporation
High Intensity Products, Inc.	Delaware	Corporation
Nail Life, Inc.	Delaware	Corporation
Sexy U Products, Inc.	Delaware	Corporation
For Perms Only, Inc.	Delaware	Corporation
Energy of Beauty, Inc.	Delaware	Corporation
Miracle Lane, Inc.	Delaware	Corporation
Tanwise, Inc.	Delaware	Corporation
Satin Strands, Inc.	Delaware	Corporation
Power IQ, Inc.	Delaware	Corporation
Design Lengths, Inc.	Delaware	Corporation
Ion Professional Products, Inc.	Delaware	Corporation
New Image Professional Products, Inc.	Delaware	Corporation
Esthetician Services, Inc.	Delaware	Corporation
Femme Couture International, Inc.	Delaware	Corporation
Generic Value Products, Inc.	Delaware	Corporation
Venique, Inc.	Delaware	Corporation
Land of Dreams, Inc.	Delaware	Corporation
Coloresse, Inc.	Delaware	Corporation
Sally Beauty Distribution of Ohio, Inc.	Delaware	Corporation
Brentwood Beauty Laboratories International, Inc.	Texas	Corporation