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attn: To: **Karen Gibson**
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SHEAR EXCELLENCE INTERNATIONAL HAIR ACADEMY, INC.**

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*Amend + Restated
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January 12, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations
SHEAR EXCELLENCE INTERNATIONAL HAIR ACADEMY, INC.
PO BOX 9323
TAMPA, FL 33674

SUBJECT: SHEAR EXCELLENCE INTERNATIONAL HAIR ACADEMY, INC.
REF: N02000008554

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

ARTICLE III SHOWS THE REGISTERED AGENT TO BE HELEN DEROSA. IF THIS IS TRUE, HELEN MUST SIGN ACCEPTING THE DESIGNATION AS REGISTERED AGENT. THE RECORDS OF THIS OFFICE SHOW THAT THE AGENT WAS CHANGED AS OF 01/06/11 TO ROSITA DONALDSON. IF THIS IS TRUE, ARTICLE III MUST BE CORRECTED TO SHOW THE CORRECT AGENT.

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) 245-6880.

Karen Gibson
Document Specialist Supervisor

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

Audit No. H11000007965 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHEAR EXCELLENCE INTERNATIONAL HAIR ACADEMY, INC.**

These Amended and Restated Articles of Incorporation of Shear Excellence International Hair Academy, Inc., a Florida not for profit corporation (the "Corporation"), dated as of October 19, 2010, are being duly executed and filed by Rosita K. Donaldson, its president, to amend and restate the Corporation's articles of incorporation, which were originally filed on November 5, 2002 and amended on April 3, 2002. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I

Name

The name of the Corporation is Shear Excellence International Hair Academy, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the Corporation is 8321 Millwood Drive, Tampa, Florida 33615. The mailing address of the Corporation is P.O. Box 9323, Tampa, Florida 33674.

ARTICLE III

Registered Agent

The name and address of the registered agent for the Corporation is Rosita K. Donaldson, 8321 Millwood Drive, Tampa, Florida 33615.

ARTICLE IV

Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), including, but not limited to, providing scholarships on a nondiscriminatory basis to individuals who further their education by attending a hair academy, cosmetology, or nail technician school. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation except from Federal income tax under section 501(c)(3) of the Code; or (b) by a corporation contributions to which are deductible under section 170(b)(2) of the Code.

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ARTICLE V

Bylaws

In furtherance and not in limitation of the powers conferred upon it by law, the board of directors of the Corporation is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation to the extent permitted by law.

ARTICLE VI

Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

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CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Shear Excellence International Hair Academy Inc., Inc. (1) were approved by the directors on October 19, 2010, because the Corporation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 23 day of November, 2010.

Shear Excellence International Hair Academy, Inc.

By: 

Name: Rosita K. Donaldson

Title: President