

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000032411

Hair.com, Inc.

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*****78.75 *****78.75

☒ Art of Inc. File

___ LTD Partnership File

___ Foreign Corp. File

___ L.C. File

___ Fictitious Name File

___ Trade/Service Mark

___ Merger File

___ Art. of Amend. File

___ RA Resignation

___ Dissolution / Withdrawal

___ Annual Report / Reinstatement

☒ Cert. Copy

___ Photo Copy

___ Certificate of Good Standing

___ Certificate of Status

___ Certificate of Fictitious Name

___ Corp Record Search

___ Officer Search

___ Fictitious Search

___ Fictitious Owner Search

___ Vehicle Search

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up

FILED

00 MAR 29 PM 2:51
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

00 MAR 29 AM 10:16
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

RECEIVED

00 MAR 30 2000

ARTICLES OF INCORPORATION

OF

HAAIR.COM, INC.

FILED
00 MAR 29 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned, as the incorporators of HAAIR.com, Inc. ("Corporation"), do hereby make, subscribe and file these Articles of Incorporation for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL OFFICE The name of this Corporation is HAAIR.com, Inc. The street and mailing address of the principal office of the Corporation is 278 Talleyrand Avenue, Jacksonville, Florida 32202.

ARTICLE II

TERM OF EXISTENCE - The Corporation is to have perpetual existence. The time of the commencement of the corporate existence is the date and time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

GENERAL PURPOSE OF CORPORATION - The general purpose of the Corporation and the nature of the businesses to be transacted by the Corporation is as follows:

(1) To engage in every aspect and phase of manufacturing, marketing and distributing hair care products and such other similar products and services related to the conduct of such business.

(2) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery association, cooperative association, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

(3) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

(4) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(5) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(6) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or

other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(7) To such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto, or in substitute thereof.

ARTICLE IV

CAPITAL STOCK - The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is Five Million (5,000,000) shares of common stock having a nominal or par value of one cent (\$.01) per share.

ARTICLE V

REGISTERED ADDRESS AND AGENT - The name and address of the initial registered agent of this corporation is Eric L. Hearn, 501 West Bay Street, Jacksonville, Florida 32202.

ARTICLE VI

DIRECTORS - This corporation shall have not less than one (1), nor more than five (5) Directors, initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. The initial Board of Directors shall consist of two (2) Directors whose names and addresses are as follows:

Chris R. Ricketson
278 Talleyrand Avenue
Jacksonville, Florida 32202

John P. Scioscia
561 Lucerne Avenue
Tampa, Florida 33606

ARTICLE VII

INCORPORATORS- The name and address of the incorporator of this corporation is: Chris R. Ricketson, 278 Talleyrand Avenue, Jacksonville, Florida 32202.

ARTICLE VIII

STOCK - The stock of this corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue Code of 1986, as amended, and the Directors, Officers and Stockholders of the corporation are authorized to adopt such a plan.

ARTICLE IX

AMENDMENT - These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock entitled to vote thereon, unless all of the Directors and all

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Florida, for the uses and purposes aforesaid, this 24 day of March, 2000.

Chris R. Ricketson (SEAL)
Chris R. Ricketson
Incorporator

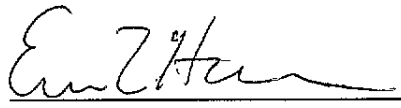
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

First -- That HAAIR.com, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, located at 501 West Bay Street, Jacksonville, State of Florida 32202, has named Eric L. Hearn as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the designation to act in said capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Eric L. Hearn
Registered Agent

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00 MAR 29 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA