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March 10, 2000

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

Please file the Articles of Incorporation.

I have enclosed for filing the following:

- a) Article of Incorporation for Carol's Salon, Inc.
- b) Designation of Registered Agent
- c) Check in the amount of \$70.00.

Thank you in advance for your cooperation in this matter.

Sincerely,



Wayne M. Richards, Esquire

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
CAROL'S SALON, INC.**

**ARTICLE I
CORPORATE NAME**

The name of this corporation is CAROL'S SALON, Inc.

**ARTICLE II
COMMENCEMENT OF THE CORPORATE EXISTENCE**

The corporate existence commences on the 1stth day of April, 2000.

**ARTICLE III
PRINCIPAL OFFICE**

The mailing address of this corporation CAROL'S SALON Inc. 2928 Jog Road,
Greenacres, FL 33463.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is one thousand (1,000) at \$1.00 par value.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent are Wayne M. Richards,
Esq., 505 South Flagler Drive, Suite 400, West Palm Beach, Florida 33401.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A) Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than one (1) person. The number of Directors of the corporation shall be one (1), provided however, that such number may be changed by a By-Law duly adopted by the shareholders.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of shareholders at which time an election of Directors shall be held.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

A) Carol O'Keefe 2928 Jog Road, Greenacres, Florida 33463

B) Mark A. Henninger 2928 Jog Road, Greenacres, Florida 33463

The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

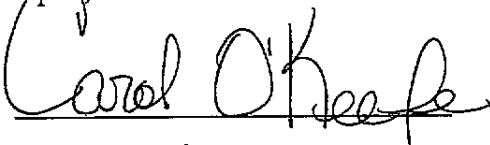
ARTICLE VII INCORPORATORS

The names and street address of the Incorporator to these articles of incorporation are Carol O'Keefe, 2928 Jog Road, Greenacres, Florida 33463.

ARTICLE VIII PURPOSE

The purpose or purposes for which the corporation is organized are: To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

The undersigned, for the purpose of forming this corporation under the laws of the State of Florida, has executed these Articles of Incorporation this ____th day of April, 2000.


Carol O'Keefe

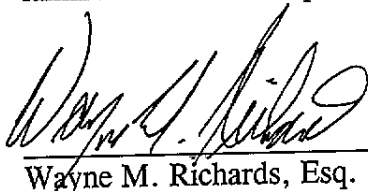
REGISTERED AGENT AND OFFICE

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Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is CAROL'S SALON, Inc.
2. The name of the registered agent is Wayne M. Richards, Esq.
3. The address of the registered agent/registered office is Wayne M. Richards, Esquire, 505 South Flagler Drive, Suite 400, West Palm Beach, Florida 33401.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Wayne M. Richards, Esq.

Date: April 1, 2000.