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DEANE & HINTON, P.A.

ATTORNEYS AT LAW

FILED

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00 OCT 30 AM 10:49

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 26, 2000

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

RE: Cameo Beauty Salon, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Cameo Beauty Salon, Inc. for filing with the State of Florida. Also enclosed is check in the sum of \$70.00 for the \$35.00 cost of filing articles and the \$35.00 cost of filing the designation of and acceptance by registered agent.

Please furnish a stamped copy of the Articles to the undersigned.

Sincerely,



William W. Deane

/jmb
enc

Pd 10/31/00

ARTICLES OF INCORPORATION
OF
CAMEO BEAUTY SALON, INC.

FILED
00 OCT 30 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, and for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation shall be **CAMEO BEAUTY SALON, INC.** and the initial address of it's principal place of business is 5440 9th Street North, St. Petersburg, Florida 33703.

ARTICLE II
TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
PURPOSE

The general purposes for which the corporation is organized are to transact any and all lawful business permitted under the laws of the State of Florida and the United States, and to do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V
POWERS

The Corporation shall have all of the statutory powers of a Florida corporation:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or in any other manner reproduced.
- d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- l) To make and alter By-Laws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

m) To make donations for the public welfare or for charitable, scientific or educational purposes.

n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

o) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VI DISSOLUTION

The corporation may be dissolved on the unanimous recommendation of the board of directors at any special meeting called for that purpose, provided that at a majority of the members of the board are present at such meeting and provided that the holders of not more than forty-nine percent (49%) of the voting stock object to the dissolution in person or by written notice. A committee of at least 2 members shall be thereupon be elected by the board of directors to liquidate the assets of the corporation.

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5440 9th Street North, St. Petersburg, Florida 33703, and the name of the registered agent of the Corporation at that address is **JANET LANDWEHR**.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, and there shall be one (1) Director initially. The number of Directors may be increased from time to time, by By-Laws of the Corporation, but shall never be less than one (1).

The Board of Directors shall elect the following officers, President, Vice President, Treasurer, and Secretary, 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. Until such election is held, the following person shall serve as corporate officer:

NAME	ADDRESS	OFFICE
JANET LANDWEHR	5440 9th Street North St. Petersburg, FL 33703	President

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles (the Incorporator) is:

NAME	ADDRESS	
JANET LANDWEHR	5440 9th Street North St. Petersburg, FL 33703	President

ARTICLE X SPECIAL PROVISIONS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this Corporation.

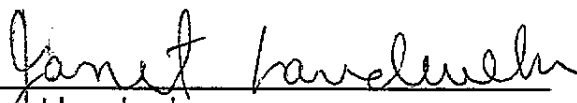
ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XII AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of shareholders for their vote. Amendments may be adopted by a vote of a majority (**fifty-one (51%) percent**) of a quorum of shareholders of the Corporation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this _____ day of October, 2000.


 Janet Landwehr

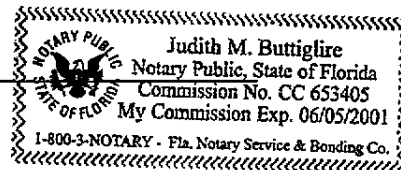
STATE OF FLORIDA
COUNTY OF PINELLAS

FILED
00 OCT 30 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to or affirmed and signed before me on October 26th, 2000, by Janet Landwehr.


NOTARY PUBLIC—STATE OF FLORIDA

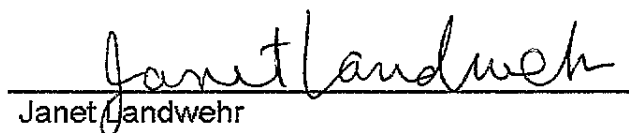
XX Personally known
____ Produced identification
____ Type of identification produced _____



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 26 day of October , 2000.


Janet Landwehr