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JAMES L. SAYER  
Attorney at Law  
2279 Main Street  
Fort Myers, Florida 33901

Mailing Address:  
Post Office Box 776  
Fort Myers, Florida 33902

Telephone:  
(941) 332-1820

November 20, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV 27 PM 4:15

Re: Style Counsel Hair Studio, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-entitled corporation.

In addition, you will find my check in the amount of \$122.50 as payment of filing fees, charter tax, agent designation, and certified charter.

If the enclosed meets with your approval, it will be greatly appreciated if you could grant the charter and return to me a certified copy of the same.

Should you have any questions concerning this matter please do not hesitate to contact me.

Sincerely,

*James L. Sayer*  
James L. Sayer

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JLS/djs  
Enclosures

✓  
11/29/00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**  
**OF**  
**STYLE COUNSEL HAIR STUDIO, INC.**

We, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is: STYLE COUNSEL HAIR STUDIO, INC. The principal office and mailing address is: 2281 Main Street, Fort Myers, Florida 33901.

**ARTICLE II: DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III: PURPOSE**

The purpose for which the corporation is organized is for the cutting and coloring of hair on individual persons, giving permanent waves, and manicures and pedicures.

The corporation may transact any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV: CAPITAL STOCK**

The aggregate number of share of stock which the corporation has authority to issue is FIVE HUNDRED (500), all of which shall be common shares with a par value of \$1.00.

**ARTICLE V: TERM OF EXISTENCE**

The corporation shall commence business as soon as the Secretary of State of the State of Florida approves and issues the Charter and shall continue perpetually thereafter unless sooner dissolved by law.


**ARTICLE VI: INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the corporation in the State of Florida is: 2281 Main Street, Fort Myers, Florida 33901.

**ARTICLE VII: INITIAL REGISTERED AGENT**

The initial registered agent of this corporation is: LISA BRENNAN, 2281 Main Street, Fort Myers, Florida 33901.

I, LISA BRENNAN, hereby accept the designation of registered agent of the above-named corporation.

  
\_\_\_\_\_  
LISA BRENNAN

**ARTICLE VIII: DIRECTORS**

This corporation shall have three (3) directors initially. The number may be increased from time to time by Bylaws adopted by the stockholders. Directors need not be residence of the State of Florida.

**ARTICLE IX: INITIAL DIRECTORS**

The names and post office addresses of the initial Directors are as follows

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00 NOV 27 PM 4:15

LISA BRENNAN, 2281 Main Street, Fort Myers, Florida 33901  
BRENDA NEUKIRCH, 1626 Avalon Place, Fort Myers, Florida 33901  
PAMELA NOLLAR, 2658 Michigan Avenue, Fort Myers, Florida 33916

#### **ARTICLE X: INCORPORATORS**

The names and post office addresses of each subscriber to these Articles of Incorporation are as follows:

LISA BRENNAN, 2281 Main Street, Fort Myers, Florida 33901  
BRENDA NEUKIRCH, 1626 Avalon Place, Fort Myers, Florida 33901  
PAMELA NOLLAR, 2658 Michigan Avenue, Fort Myers, Florida 33916

#### **ARTICLE XI: PREEMPTIVE RIGHTS**

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation no matter when authorized or for whatever consideration it is contemplated to be received by the corporation including but not limited to cash, other properties, services, the acquisition of other corporation shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to any issuance of shares and to the reissuance of all redeemed or otherwise acquired shares including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted except with the unanimous vote of the shareholders of each affected class.

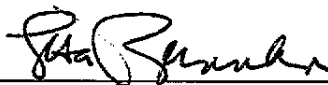


No issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be

unanimously approved by the shareholders of the corporation. The preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

**ARTICLE XII: AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon unless all Directors and all stockholders sign a written agreement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 17 day of November, 2000 at Fort Myers, Lee County, Florida.

  
\_\_\_\_\_  
LISA BRENNAN  
  
\_\_\_\_\_  
BRENDA NEUKIRCH  
  
\_\_\_\_\_  
PAMELA NOLLAR

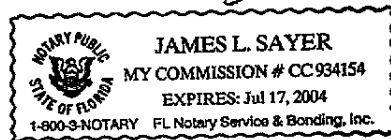
STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared LISA BRENNAN, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed. The said LISA BRENNAN is personally known to me and did take an oath.

WITNESS my hand and official seal at Fort Myers, Lee County, Florida this 17 day of November, 2000.

  
NOTARY PUBLIC - STATE OF FLORIDA



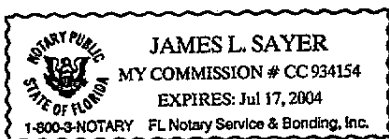
STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared BRENDA NEUKIRCH, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed. The said BRENDA NEUKIRCH is personally known to me and did take an oath.

WITNESS my hand and official seal at Fort Myers, Lee County, Florida this 17 day of November, 2000.

  
NOTARY PUBLIC - STATE OF FLORIDA



STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared PAMELA NOLLAR, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed. The said PAMELA NOLLAR is personally known to me and did take an oath.

WITNESS my hand and official seal at Fort Myers, Lee County, Florida this 17 day of November, 2000.

  
NOTARY PUBLIC - STATE OF FLORIDA

