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STEVE BAIRSTOW

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January 22, 2001

40003567694--5 -01/23/01--01060--002 ******70.00 *****70.00

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

Re: Walt's Barber Shop, Inc.

Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Designation and Acceptance of Registered Agent.

Also enclosed is a check in the amount of \$70.00, representing payment of the filing fee.

Thank you for your assistance in this matter. If you have any questions, please give me a call.

Sincerely,

Steve Bairstow

Bairston / ms

SB:mb Enclosures

ap. 24.01

ARTICLES OF INCORPORATION OF WALT'S BARBER SHOP, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE - NAME

The name of the corporation is Walt's Barber Shop, Inc.

ARTICLE TWO - NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE THREE - DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR - PRINCIPAL OFFICE OF CORPORATION

The principal place of business and mailing address of the corporation, respectively, are:

5918 S.E. Abshier Blvd., Belleview, FL 34420 12007 S.E. 74th Terr., Belleview, FL 34420

ARTICLE FIVE - DIRECTORS

The initial board of directors of the corporation shall consist of two (2) members.

The name and address of the first board of directors are:

Name

Address

William Howard Warrington, Jr.

12007 S.E. 74th Terr.

Belleview, FL 34420

Carol Lawrence

12007 S.E. 74th Terr.

Belleview, FL 34420

ARTICLE SIX - AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is one thousand (1,000), all of which shall be common shares.

ARTICLE SEVEN - REGISTERED OFFICE

The name and address of the initial registered agent are:

Carol Lawrence 5918 S.E. Abshier Blvd. Belleview, FL 34420

ARTICLE EIGHT - INCORPORATOR

The name and address of the incorporator are:

Carol Lawrence 12007 S.E. 74th Terr. Belleview, FL 34420

IN WITNESS WHEREOF, I have subscribed my name this 22 day of January, 2001.

Carol Laurence, Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

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

- (1) The name of the corporation is Walt's Barber Shop, Inc..
- (2) The name of the registered agent is Carol Lawrence.
- (3) The address of the registered agent/registered office is 5918 S.E. Abshier Blvd., Belleview, FL 34420.

Acceptance

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 that 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.

Date: 1-22-2001

Carol Lawrence

TALLAHASSEE, FLORIDA