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To:

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FLORIDA PROFIT CORPORATION OR P.A.

HAIR & CO., INCORPORATED

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LAW OFFICE OF CHIE-YOUNG CHYUNG
1550 Madruga Avenue, Suite 415
Coral Gables, Florida 33146-3019
TEL: (305) 665-1961 FAX: (305) 665-1950

Florida Department of State
Division of Corporations
Attn: Ms. Neysa Culligan
Document Specialist

RE: HAIR & CO., INCORPORATED
REF: W01000001804

Dear Ms. Culligan:

Thank you for advising me that there is a similarly named corporation of THE HAIR COMPANY, INC. registered with the State and your section was not inclined to file Hair & Co., Incorporated.

However, for the reasons explained to you and your supervisors, it is our strong wish to use the name of HAIR & CO., INCORPORATED regardless of any position that may be taken by the other entity.

We are aware of the situation and respectfully request the filing of the Articles of Incorporation as originally prepared.

Respectfully submitted,

Chie-Young Chyung
Chie-Young Chyung
Attorney for the corporation

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 24, 2001

EMPIRE

SUBJECT: HAIR & CO., INCORPORATED
REF: W01000001804

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS THE HAIR COMPANY, INC.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H01000009955
Letter Number: 901A00003900

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
HAIR & CO., INCORPORATED**

The undersigned Incorporator to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be HAIR & CO., INCORPORATED.

**Article II
DURATION**

The term of existence of the corporation shall be perpetual.

**Article III
PURPOSES**

The purposes of the corporation shall be to own, operate and manage a hair salon business, and to engage in any and all other lawful businesses for which a corporation may be incorporated under F. S. chapter 607.

**Article IV
SHARES**

The corporation shall have one class of shares only. The corporation shall have the authority to issue one thousand shares of common stocks with par value of one dollar. The board of directors shall decide the number of shares to be issued, the consideration for each share, time and manner of issuance. The capital stock may be paid for in money, property, labor or services, at just valuation to be fixed by the Incorporator or by the Directors at a meeting called for such purpose.

The transfer of the corporation's shares may be restricted or conditioned by the terms of the shareholder's agreement or bylaws, if there is any.

Article V

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Prepared by: Chie-Young Chyung, Esq.
Fla. Bar No. 611859

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POWERS

The corporation shall have power to sue and capacity to be sued, to complain and defend in its corporate name in all actions or proceedings; to have a corporate seal and use it; to purchase, take, receive, lease or otherwise deal in and with real or personal property or interest therein; 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; to lend money to, and use its credit to assist, its officers and employees in accordance with F. S. section 607.0833; to make contracts and guarantees and incur liabilities, borrow money, issue notes and other obligations; to have and exercise all powers necessary or convenient to effect its purposes.

Article VI
PRINCIPAL OFFICE

The address of the initial principal office of the corporation shall be:
1930 E. Hallandale Beach Boulevard
Hallandale, FL 33009

The corporation may from time to time move its principal office as may be necessary or convenient at the determination of its board of directors.

Article VII
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent and the address of the initial registered office for the corporation is:

Name	Address
Chie-Young Chyung	1550 Madruga Avenue, Suite 415 Coral Gables, FL 33146

Article VIII
INCORPORATOR

The name and address of the incorporator is:

Name	Address
Stefan Szefer	1930 E. Hallandale Beach Blvd. Hallandale, FL 33009

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Article IX
BOARD OF DIRECTORS

The number of director constituting the initial board of directors shall be two (2). The number of directors may be changed by the bylaws of the corporation, but shall not be more than five. A director needs not be a stockholder. The initial director's name and address is:

Name	Address
Stefan Szefer	1930 E. Hallandale Beach Blvd. Hallandale, FL 33009
Jolanta Szefer	602 E. Mitchelterrana Santa Barbara, CA 93103

Article X
OFFICERS

The corporation shall have one president, one treasurer, and one secretary. Vice-president may be appointed under the bylaws. The secretary shall also act as a secretary to the board of directors and a secretary to the shareholders meeting. Any one person may assume more than one of aforementioned offices. The board of directors shall elect corporate officers.

The initial officers of the corporation, however, shall be:

OFFICE	NAME OF THE OFFICER
President	Stefan Szefer
Vice-president	Jolanta Szefer
Treasurer	Jolanta Szefer
Secretary	Stefan Szefer

Article XI
AMENDMENT

This Articles of Incorporation shall be amended by majority vote of the board of directors and affirmative vote in favor of the amendment by the majority of shareholders. However, above procedure may be excepted if all of the directors and all of the shareholders of the corporation eligible to vote sign a written statement manifesting their intention that an amendment to the articles of incorporation be adopted without ordinary process of meetings, then the amendment shall thereby adopted as though above procedures have been satisfied.

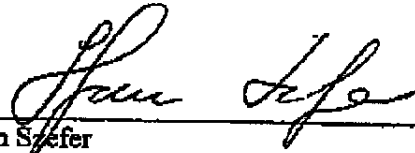
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**Article XII
BYLAWS**

The board of directors shall have power to adopt, amend and repeal bylaws of the corporation. Bylaws shall provide, inter alia, number and manner of election of directors, quorum and notice requirement for the board meetings and shareholder's meetings.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 23rd day of January, 2001.



Stefan Seifer
Incorporator

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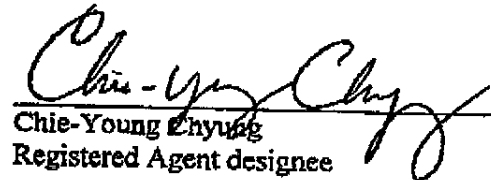
**ACCEPTANCE OF THE APPOINTMENT OF
REGISTERED AGENT AND DECLARATION OF
REGISTERED OFFICE UPON WHICH
SERVICE OF PROCESS MAY BE SERVED**

In compliance with Chapter 48.091 of the Florida Statutes, and having been designated a registered agent of HAIR & CO., INCORPORATED on whom service of process may be served, and being familiar with the obligations of the registered agent, I HEREBY ACCEPT the designation and obligations of registered agent and agree to act in this capacity.

Registered office is located at :

1550 Madruga Avenue, Suite 415
Coral Gables, FL 33146

Signed by:


Chie-Young Chyung
Registered Agent designee

Dated: January 23, 2001

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TALLAHASSEE, FLORIDA

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