

TRANSMITTAL LETTER
P020001/1045

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

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-01/31/02--01046--014
*****78.75 *****78.75

SUBJECT: Miami-Dade Cosmetology School Inc.
(Proposed corporate name-must include suffix)

Enclosed are two original and one(1) copy of the articles of incorporation and a check for:

- \$70.00 Filing fee
- \$78.75 Filing fee & Certificate
- \$122.50 Filing fee & Certified Copy
- \$131.25 Filing fee, Certified Copy & Certificate

FROM: Clifton H. Rodriguez, C.P.A.
Name (printed or typed)

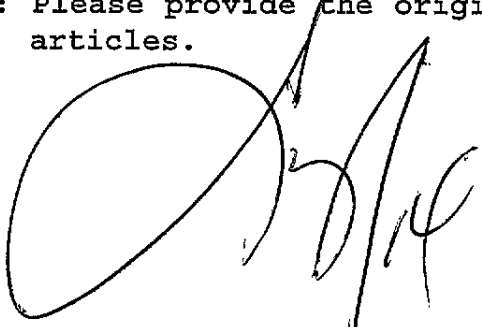
3146 N.W. 68 Street

Ft. Lauderdale, Florida 33309

Voice: (954) 969-9380

02 FEB 14 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

NOTE: Please provide the original and one copy of the articles.



~~1002-3505~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2002

CLIFTON H. RODRIGUEZ, CPA
3146 N.W. 68TH STREET
FT. LAUDERDALE, FL 33309

SUBJECT: MIAMI-DADE COSMETOLOGY SCHOOL, INC.
Ref. Number: W02000003505

*Noted
02/09/02
[Signature]*

We have received your document for MIAMI-DADE COSMETOLOGY SCHOOL, INC.. However, the document has not been filed and is being returned for the following:

The document must state the number of shares of authorized stock.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 602A00007333

Articles of Incorporation

For

Miami-Dade Cosmetology School, Inc.

FILED
02 FEB 14 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I-Name of the Corporation

The name of the corporation shall be:

Miami-Dade Cosmetology School, Inc.

Article II-Nature or Purpose of the Business

The purpose of the corporation is to engage in any lawful activity permitted by the laws of Florida. The primary purpose of the corporation is to provide educational training in the field of cosmetology with an emphasis on nail and facial technology. The corporation has established goals and objectives, which coincide with its purpose (see bylaws).

Article III-Principal Office

The principal mailing address of this corporation shall be:

3146 N.W. 68 Street
Suite No.1
Ft. Lauderdale, Florida 33309
Voice:(954) 969-9380

Article IV-Initial Registered Agent

The name and address of the initial registered agent is:

Mr. Clifton H. Rodriquez, C.P.A.
3146 N.W. 68 Street
Ft. Lauderdale, Florida 33309-1206

Articles of Incorporation

For

Miami-Dade Cosmetology School, Inc.

Article V-Appointment of Board Members


The Board of Directors shall be appointed in accordance with the Bylaws of the Organization, and the Board of Directors shall serve in accordance with the Bylaws of the Organization. The Board of Directors shall carry out their duties in accordance with Bylaws of the Organization, and in accordance with the Laws of the State of Florida. The following individual have agreed to serve as members of the board of trustees/directors:

<u>Name</u>	<u>Position</u>	<u>Address</u>
1. Mr. Denver "Yip" South	Chairperson Board of Directors	4265 N. State Road 7 Lauderdale Lakes, FL 33319
2. Clifton H. Rodriguez	Board Advisor/Ex-officio	3146 N.W. 68 Street Ft. Lauderdale, FL 33309
3. Russell McKinney	Director	8319 Pietree Lane West Palm Beach, FL 33406

Article VI-Incorporator (s) of Organization

Denver Yip South
4265 N. State Road 7
Lauderdale Lakes, Florida 33319

The undersigned incorporator(s) has executed these Articles of Incorporation for this organization this 22nd day of January, 2002


(Signature)

Articles of Incorporation

For

Miami-Dade County School of Cosmetology, Inc.

Article VII-Officers of the Corporation

The following officers have been appointed by the Board of Directors/Trustees of the corporation:

<u>Name</u>	<u>Position</u>
Denver "Yip" South	President/CEO
To Be Announced	Vice President of Academic Affairs
Mr. Clifton H. Rodriquez	Registered Agent/Controller

Article VIII-Conflict of Interest Policy

Any director, officer, key employee who has an interest in a contract or other transaction presented to the Board of Directors/Trustee or a committee of said Board thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its asking such a person about the contract or transaction, which might reasonably be constructed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by vote of two thirds (2/3) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be constructed to exist. If a conflict is deemed to exist, such a person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors/Trustees or a committee of said Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made the vote thereon, the abstention from voting and participation, and whether a quorum was present.

Articles of Incorporation

For

Miami-Dade Cosmetology School, Inc.

Article IX-Employment of Board Members

Individuals on the governing body, that is, the Board of Directors/Trustees, who are also employed by Miami-Dade Cosmetology School, Inc., will:

1. Be compensated in the capacity as a board member for justifiable expense related travel and lodging expense, or services rendered in the capacity of President and Vice President of Academic Affairs only.
2. Remove him/herself from voting process when determining compensation benefits, etc., in their capacity as an employee.
3. Ensure that all compensation/salaries paid to any employee of the organization will be reasonable for the services rendered and comparable with other like corporations.

Article X-Number of Shares Authorized

The number of common shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000)

(The par value of the corporation common stock will be \$1.00) Denver "Yip" South will own 100% of the outstanding shares of the corporation.

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

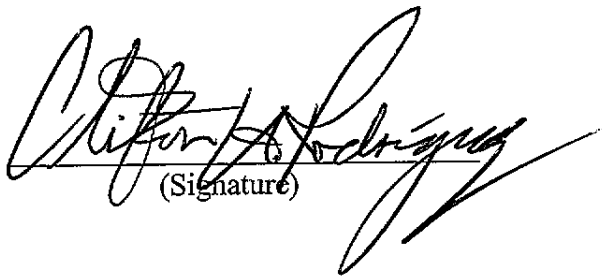
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

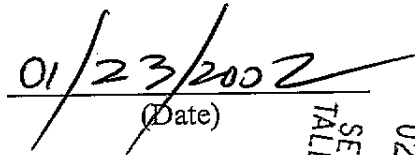
1. The name of the corporation is **Miami-Dade Cosmetology School, Inc.**

2. The name and address of the registered agent and office are as follows:

Clifton H. Rodriguez, C.P.A.
3146 N.W. 68 Street ~ Ste. No.1
Ft. Lauderdale, Florida 33309-1206

*Having been named as registered agent and to accept service for the above stated corporation at
the place designated in this Certificate, 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
obligation of my position as registered agent.*


(Signature)


(Date)

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA