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April 24, 2002

Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

600005462016--0 -05/06/02--01001--012 \*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: THE "IT'S ALL ABOUT YOU" SALON OF KEY WEST, INC.

Dear Division of Corporations:

Enclosed is an original and one copy of the articles of incorporation and a check in the amount of \$78.75 for the filing fee and certificate of status in regard to The "It's All About You" Salon of Key West, Inc.

Thank you.

Sincerely,

[Signature] DIANE TOLBERT COVAN

02 APR 30 PM 1:16 SECRETARY OF STATE TALLAHASSEE FLORIDA

FILED

05-26-02

**FILED**

**ARTICLES OF INCORPORATION OF  
THE "ALL ABOUT YOU" SALON OF KEY WEST, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these articles of incorporation, natural persons competent to contract, hereby presents these article for the formation of a corporation under the provisions of Chapter 607, Florida Statutes, also known as The Florida Business Corporation Act, and other laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this Corporation is THE "ALL ABOUT YOU" SALON OF KEY WEST, INC.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering aesthetic and cosmetic personal care services through officers, employees, and agents who are duly licensed under the laws of the State of Florida to render those services.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of aesthetic and cosmetic personal care services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Article of Incorporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall commence its existence upon the filing of these Article of Incorporation and shall continue perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE VII**  
**DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

**ARTICLE VIII**  
**INITIAL DIRECTORS AND REGISTERED AGENT**

The name and post office address of the members of the first Board of Directors are :

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Nadine A. Toriello	1712 North Roosevelt Boulevard Key West, FL 33040
Karen A. Hodges	1712 North Roosevelt Boulevard Key West, FL 33040

The name and street address of the initial Registered Agent is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Nadine A. Toriello	1712 North Roosevelt Boulevard Key West, FL 33040

**ARTICLE IX**  
**SUBSCRIBERS**

The name and post address of the subscribers to these Article of Incorporation are:

**NAME**

**ADDRESS**

Nadine A. Toriello

1712 North Roosevelt Boulevard  
Key West, FL 33040

Karen A. Hodges

1712 North Roosevelt Boulevard  
Key West, FL 33040

**ARTICLE X**  
**VOTING TRUSTS**

No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE XI**  
**CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this Corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

**ARTICLE XII**  
**CONTRACTS**

No contract of other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of such other corporation, or may be interested, any contract or transaction of this Corporation or in which this Corporation is interested: and no contract, or other transaction of this Corporation with any person firm, or corporation shall be affected by the fact that any director of this Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability the

might otherwise exist from contracting with this corporation for the benefit of himself or any firm association, or corporation in which he may be in any way interested.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of these shares, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan;
2. a profit sharing plan, if such plan is not otherwise prohibited by the Code of Ethics of the Profession;
3. a stock bonus plan;
4. a thrift and savings plan;
5. a restricted stock option plan; or
6. other retirement or incentive compensation plans.

### **ARTICLE XIII** **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote there unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made. All rights of Shareholders are subject to this reservation.

**ARTICLE XIV**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

IN WITNESS WHEREOF, WE, the subscribers, have executed these Articles of Incorporation this 15 day of April, 2002.

  
\_\_\_\_\_  
NADINE A. TORIELLO

  
\_\_\_\_\_  
KAREN A. HODGES

FILED  
02 APR 30 PM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT'S STATEMENT OF ACCEPTANCE**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Nadine A. Toriello, Registered Agent