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TERENCE S. MOORE

Attorney at Law

Terence S. Moore*
Trial Practice - Personal Injury
And Wrongful Death
Criminal Law
Family Law

2506 Azeele Street
Tampa, FL 33609

(813) 874-5444
(813) 876-5939 Fax

July 15, 2002

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. Box 60327
Tallahassee, FL 32314

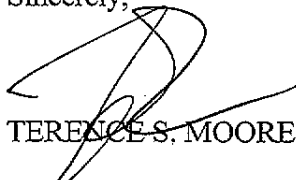
RE: Bellerophon, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Bellerophon, Inc., and a check in the amount of \$78.75. Please files these as soon as possible and return proof of filing to me.

Thank you for your prompt attention and cooperation.

Sincerely,



TERENCE S. MOORE

TSM/mr
Enclosures

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02 JUL 22 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BELLEROPHON, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Bellerophon, Inc..

ARTICLE II – DURATION

The Corporation shall have a perpetual existence.

ARTICLE III – PURPOSE

The purpose of this Corporation is to operate as a beauty salon and engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV – CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V – PRINCIPAL OFFICE

The Principal office of this Corporation shall be 3415 S. Manhattan Avenue, Tampa, FL 33629. The mailing address is the 3415 S. Manhattan Avenue, Tampa, FL 33629 address.

ARTICLE VI – INITIAL REGISTERED AGENT

The initial Registered Agent of this Corporation shall be Elizabeth Franxman, 3415 S. Manhattan Avenue, Tampa, FL 33629, who upon accepting this designation agrees to comply with the provisions of Section 48.0091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII – BOARD OF DIRECTORS

The initial Board of Directors shall consist of 1 member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than 1. The names and addresses of the directors consisting the initial Board of Directors are:

NAME

ADDRESS

Elizabeth Franxman

3415 S. Manhattan Avenue
Tampa, FL 33629

ARTICLE VIII - INCORPORATOR

NAME

ADDRESS

Elizabeth Franxman

3415 S. Manhattan Avenue
Tampa, FL 33629

ARTICLE IX – CUMULATIVE VOTING

Shareholders of the Corporation may vote their stocks cumulatively. Each Shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all their votes to one candidate or distribute them among as many any Shareholder, to the President or Vice President of the corporation, not less than 24 hours prior to the time set for the holding of a shareholder intends to cumulate his vote as said election.

ARTICLE X – PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at price, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the

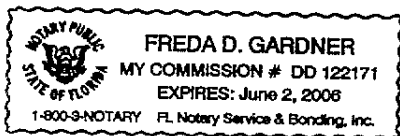
corporation. The preemptive right of any holder is determined by the ratio of the authorized and issue shares of common stock held by the holder and all shares of common stock currently authorized and issued.



Elizabeth Franxman, Incorporator

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing Articles of Incorporation of Bellerophpn, Inc., were acknowledged before me this 12th day of July, 2002 by Elizabeth Franxman, Incrorator.




NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for Bellerophon, Inc., at the place designated in the Articles of Incorporation, Elizabeth Franxman agrees to act in this capacity, and agrees to comply with the provision of Section 48.091 relative to keeping open such office.

Dated: 7/12/02


ELIZABETH FRANXMAN

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02 JUL 22 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA