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(Requestor's Name)

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1a 12.15.05

*Law Office*  
**EDWARD R. ALEXANDER, P.L.**

*A Florida Professional Limited Liability Company*

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December 13, 2005

Irene Albritton  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation for Head Quarters Day Spa, Inc., and  
Change of Registered Agent

Dear Ms. Albritton:

Enclosed please find:

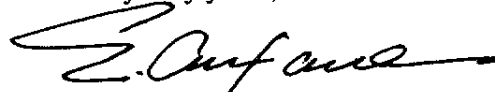
1. Your letter, dated November 23, 2005 (Letter No, 205A00069007), concerning the filing of Amended and Restated Articles of Incorporation for Head Quarters Day Spa, Inc.;
2. Your letter, dated November 23, 2005 (Letter No, 405A00069005), concerning the filing of a Change of Registered Agent for Head Quarters Day Spa, Inc.;
3. Amended and Restated Articles of Incorporation for Head Quarters Day Spa, Inc., now executed by Betty A. Osborne, k/n/a Betty A Leaf; and
4. Change of Registered Agent for Head Quarters Day Spa, Inc., now executed by Betty A. Osborne, k/n/a Betty A Leaf.

Please note that between the time the corporation was formed and the date of the Amended and Restated Articles of Incorporation and Change of Registered Agent, Ms. Osborne married. She is now known as Mrs. Betty A Leaf.

Please file the revised enclosed Amended and Restated Articles of Incorporation and Change of Registered Agent, and send stamped copies of same to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,

  
Edward R. Alexander, Jr.

Enclosures.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 23, 2005

EDWARD R. ALEXANDER, P.L.  
SUNTRUST CENTER  
200 S ORANGE AVE., STE. 1220  
ORLANDO, FL 32801

SUBJECT: HEAD QUARTERS DAY SPA, INC.  
Ref. Number: P02000111317

We have received your document for HEAD QUARTERS DAY SPA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The officer signing the document is not listed as an officer of this corporation. Please see the enclosed print out listing the officers as we have them on file.

Please return 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) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 205A00069007

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

HEAD QUARTERS DAY SPA, INC., a Florida corporation (the "Corporation"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. Pursuant to Sections 607.1003 and 607.1007 of the Florida Statutes, the Board of Directors of the Corporation and all of the holders of the voting capital stock of the Corporation, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on November 4, 2005, adopted these Amended and Restated Articles of Incorporation of the Corporation.

### ARTICLE I. Name

The name of this Corporation shall be:

**TEXTURED LEAF SALON AND DAY SPA, INC.**

### ARTICLE II. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

### ARTICLE III. Capital Stock

Section 1. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is forty thousand (40,000) shares of common stock having a par value of \$0.01 per share.

Section 2. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

### ARTICLE IV. Principal Office

The mailing address and principal office of the Corporation is: 1610 Rouse Road, Orlando, FL 32817.

### ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

FILED  
DEC 15 AM 10:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI. Directors

Section 1. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE VIII. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE X. Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection

of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XI. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation required shareholder approval.

3. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was unanimous. Voting by voting groups was not required for adoption of these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 16th day of November, 2005.

  
Betty A. Osborne, k/a Betty A. Leaf, President