

10/24/2005 10:34 FAX 407 4231531

DEAN MEAD ORLANDO

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CARRS - THE TRADITIONAL BARBER, INC.

Certificate of Status	0
Certified Copy	1
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Amend/Restated
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OCT 24 PM 10:00
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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF CARRS - THE TRADITIONAL BARBER, INC.**

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Carrs - The Traditional Barber, Inc.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 701 East Washington Street, Suite #1, Orlando, Florida 32801. The mailing address of the Corporation shall be 701 East Washington Street, Suite #1, Orlando, Florida 32801.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having no par value.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida is 800 Celebration Avenue, Suite 227, Celebration, Florida 34747. The Board of

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Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is Lawrence H. Haber. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - BOARD OF DIRECTORS

- A. The number of Directors of this corporation is two (2).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.


ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 21st day of October, 2005.

By: 
Thomas E. Magnay, President

**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CARRS - THE TRADITIONAL BARBER, INC.**

I, Thomas E. Magnay, being the duly elected, qualified and acting President of Carrs - The Traditional Barber, Inc., a Florida corporation (the "**Corporation**"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 21st day of October, 2005.



Thomas E. Magnay, President