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To:

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Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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05 AUG 24 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

nyla salon & co.

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J. Shivers AUG 25 2005



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 24, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: NYLA SALON & COMPANY
REF: W05000039977

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you end the corporation name with "& company" you still have to use a corporate suffix at the end of your corporation name.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H05000201263

(6)

ARTICLES OF INCORPORATION
OF
NYLA SALON & CO., INC.

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES, AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

NYLA SALON & CO., INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION IS:

3463 DELTONA BLVD.
SPRING HILL, FLORIDA 34606

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ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$100.00.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

3463 DELTONA BLVD.
SPRING HILL, FLORIDA 34606

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

MONICA LEONARD

ARTICLE VII - NUMBER OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

BETTINA FEGAN
3463 DELTONA BLVD.
SPRING HILL, FLORIDA 34606

MONICA LEONARD
3463 DELTONA BLVD.
SPRING HILL, FLORIDA 34606

ARTICLE IX - OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE:

PRESIDENT:	MONICA LEONARD
VICE PRESIDENT:	BETTINA FEGAN
SECRETARY:	MONICA LEONARD
ASST. SECRETARY:	BETTINA FEGAN
TREASURER:	GUSTAVE GUADAGNINO

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE X - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INITIAL SUBSCRIBER SIGNING THESE ARTICLES ARE AS FOLLOWS:

MONICA LEONARD
3463 DELTONA BLVD.
SPRING HILL, FLORIDA 34606

ARTICLE XI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XII - BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XIII - ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIV - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XV - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

BETTINA FEGAN	49 SHARES
GUSTAVE GUADAGNINO	2 SHARES
MONICA LEONARD	49 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 22nd DAY OF August, 2005

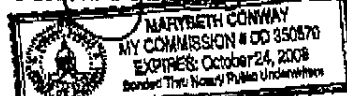
x Monica Leonard
MONICA LEONARD

STATE OF FLORIDA
COUNTY OF Herndale

BEFORE ME PERSONALLY APPEARED Monica Leonard TO ME WELL
KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN
EXPRESSED.

2005. WITNESS MY HAND AND OFFICIAL SEAL, THIS 22nd DAY OF August

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA



PRINT, TYPE, OR STAMP NAME OF
NOTARY PUBLIC

PERSONALLY KNOWN ✓ OR
TYPE OF IDENTIFICATION PRODUCED _____

HD5000201203

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

NYLA SALON & CO., INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT 3463
DELTONA BLVD., SPRING HILL, COUNTY OF HERNANDO, STATE OF FLORIDA, HAS
NAMED MONICA LEONARD, AT THAT ADDRESS, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE TO
COMPLY WITH THE PROVISIONS OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.

Monica Leonard
MONICA LEONARD

SECRETARY OF STATE
CHASSE F. ORR

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