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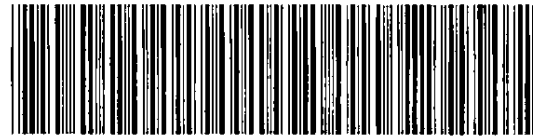
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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effective date 07/01/2017

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hair and Body Essentials, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Elizabeth A. Carter

Contact Person

Marks Gray, P.A.

Firm/Company

1200 Riverplace Blvd., Suite 800

Address

Jacksonville, Florida 32207

City/State and Zip Code

ecarter@marksgray.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Elizabeth A. Carter

Name of Contact Person

At (904) 807-2122

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

17 11 27 PM 1:08
JACKSONVILLE
FLORIDA
CLERK OF COURT
JACKSONVILLE
CLERK OF COURT



ELIZABETH A. CARTER
Paralegal
email: ecarter@marksgray.com
tel: 904.807-2122
fax: 904.399.8440

June 26, 2017

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Corporate Merger
Clifton Mall Hair 2000, Inc. into Hair and Body Essentials, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Secretary of State Cover Letter;
2. Articles of Merger of Clifton Mall Hair 2000, Inc., into Hair and Body Essentials, Inc., with attached Plan of Merger;
3. Certificate of Good Standing of Clifton Mall Hair 2000, Inc., from the Secretary of State of New York;
4. Our firm check in the amount of \$78.75 to cover the filing fees and one certified copy; and
5. Self-addressed, stamped envelope.

Please file the Articles of Merger with an effective date of July 1, 2017, and return a certified copy of the filed documents to me in the envelope provided.

Thank you for your prompt attention to this matter. Should you have any questions or comments, please do not hesitate to contact me or Mr. Crawford.

Very truly yours,

Elizabeth A. Carter
Paralegal to John R. Crawford

cc:
Enclosures

17 JUN 27 PM 1:00
CLIFTON MALL HAIR 2000, INC.
HAIR AND BODY ESSENTIALS, INC.

ARTICLES OF MERGER
of
CLIFTON MALL HAIR 2000, INC., A NEW YORK CORPORATION
with and into
HAIR AND BODY ESSENTIALS, INC., A FLORIDA CORPORATION - 017-42308

THESE ARTICLES OF MERGER are entered into as of the date set forth herein by and between CLIFTON MALL HAIR 2000, INC., a New York corporation, and HAIR AND BODY ESSENTIALS, INC., a Florida corporation.

Pursuant to Section 607.1105, Florida Statutes, Clifton Mall Hair 2000, Inc., a New York corporation, and Hair and Body Essentials, Inc., a Florida corporation, adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated June 9, 2017 ("Plan of Merger"), by and between Clifton Mall Hair 2000, Inc., a New York corporation ("Clifton Mall Hair 2000") and Hair and Body Essentials, Inc., a Florida corporation ("Hair and Body Essentials"), has been approved by both Clifton Mall Hair 2000 and Hair and Body Essentials in accordance with laws of the State of Florida. The Plan of Merger was approved and adopted by the Board of Directors and shareholders of Clifton Mall Hair 2000 on June 9, 2017. The Plan of Merger was adopted by the Board of Directors and shareholders of Hair and Body Essentials on June 9, 2017.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Clifton Mall Hair 2000 will be acquired by means of a merger of Clifton Mall Hair 2000 with and into Hair and Body Essentials, with Hair and Body Essentials being the surviving corporation. Each share of stock of Clifton Mall Hair 2000 will be cancelled since the share ownership of each company is identical.

3. The date and time of the effectiveness of the Merger/Share Exchange shall be the later of the filing of these Articles of Merger with the Secretary of State of Florida on July 1, 2017.

IN WITNESS WHEREOF, the parties have set their hands and caused their seals to be affixed this 10th day of June, 2017.

CLIFTON MALL HAIR 2000, INC., a New York corporation

By: 

James Piraino, its President

Attest: 

Pamela Davis, its Vice President

(Corporate Seal)

HAIR AND BODY ESSENTIALS, INC., a Florida corporation

By: [Signature]
James Piraino, its President

Attest: [Signature]
Pamela Davis, its Vice President

(Corporate Seal)

STATE OF NEW YORK
COUNTY OF Saratoga

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared James Piraino and Pamela Davis, who are each ☒ personally known to me or who have each produced a ☐ driver's license or ☐ as identification, and who executed the foregoing certificate as President and as Vice President, respectively, of Clifton Mall Hair 2000, Inc., a New York corporation, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 10th day of June, 2017.

JOHANNA P. ROMAN
NOTARY PUBLIC STATE OF NEW YORK
QUALIFIED IN QUEENS COUNTY
NO. 01RO6146923
MY COMMISSION EXPIRES ON MAY 30, 2018

[Signature]
Signature of Notary Public

Johanna P. Roman
Printed Name of Notary Public

Notary Public, State of New York

My commission expires: 5/30/18

(Notarial Seal)

STATE OF NEW YORK
COUNTY OF Saratoga

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared James Piraino and Pamela Davis, who are each ☒ personally known to me or who have each produced a ☐ driver's license or ☐ as identification, and who executed the foregoing certificate as President and as Vice President, respectively, of Hair and Body Essentials, Inc., a Florida corporation, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 10th day of June, 2017.

JOHANNA P. ROMAN
NOTARY PUBLIC STATE OF NEW YORK
QUALIFIED IN QUEENS COUNTY
NO. 01RO6146923
MY COMMISSION EXPIRES ON MAY 30, 2018

Johanna P. Roman
Signature of Notary Public

Johanna P. Roman
Printed Name of Notary Public

Notary Public, State of New York

My commission expires: 5-30-18

(Notarial Seal)

PLAN OF MERGER
of
CLIFTON MALL HAIR 2000, INC., a New York Corporation
with and into
HAIR AND BODY ESSENTIALS, INC., a Florida Corporation

Pursuant to Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation, CLIFTON MALL HAIR 2000, INC., a New York corporation and HAIR AND BODY ESSENTIALS, INC., a Florida corporation, enter into this PLAN OF MERGER.

WHEREAS, the Articles of Incorporation of CLIFTON MALL HAIR 2000, INC. ("Clifton Mall Hair 2000"), a New York corporation formed on August 12, 1975, presently authorize the issuance of two hundred (200) shares of Common Stock, par value \$0.00 per share, all of which are of one class, and of which two hundred (200) shares are presently outstanding; and

WHEREAS, the Articles of Incorporation of Hair and Body Essentials, Inc. ("Hair and Body Essentials"), a Florida Corporation formed on May 11, 2017, presently authorize the issuance of ten thousand (10,000) shares of Common Stock, par value \$1.00 per share, all of which are of one class, and of which one thousand (1,000) shares are presently outstanding; and

WHEREAS, Clifton Mall Hair 2000, Hair and Body Essentials, and the shareholders and the Board of Directors of each of them desire to merge Clifton Mall Hair 2000 into Hair and Body Essentials in a tax free "merger" within the meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, due to the common share ownership, each of the constituent corporations and their shareholders deem it advisable to cancel each share of the outstanding Common Stock of Clifton Mall Hair 2000 at the conclusion of the merger.

NOW, THEREFORE, BE IT RESOLVED as follows:

ARTICLE I

1. As used herein, the term "Effective Date" means July 1, 2017 at 12:01 a.m., Eastern Standard Time.

2. On the Effective Date, Clifton Mall Hair 2000, Inc., shall be merged with and into Hair and Body Essentials, Inc., with Hair and Body Essentials, Inc., being the surviving corporation in the merger.

ARTICLE II

Upon the Effective Date:

(a) All rights of the holders of shares of the then outstanding Common Stock of Clifton Mall Hair 2000 shall cease and such shares shall be canceled and deemed to be no longer outstanding. Since the identical share ownership exists in both Hair and Body Essentials and Clifton Mall Hair 2000, the shares of the outstanding common stock of Clifton Mall Hair 2000 shall thereafter be solely represented by the shares of Hair and Body Essentials already issued and outstanding, and no new shares of Hair and Body Essentials shall be issued;

(b) Clifton Mall Hair 2000 shall cease to exist and shall be consolidated with and into Hair and Body Essentials;

(c) The capital represented by the shares of the outstanding Common Stock of Clifton Mall Hair 2000 shall continue to be represented by the shares of Common Stock of Hair and Body Essentials issued and outstanding;

(d) The issued and outstanding shares of Hair and Body Essentials shall remain at one thousand (1,000) shares of Common Stock, par value \$1.00 per share; and

(e) The Board of Directors of each of the constituent corporations shall have the power to take such further action as they shall deem necessary, proper or advisable with respect to the foregoing merger and exchange of shares.

ARTICLE III

1. Hair and Body Essentials, as the surviving entity, shall not do business in the State of New York until an application for authority has been filed with the Secretary of State of New York.

2. Hair and Body Essentials, as the surviving entity, agrees to be served with process in the State of New York relative to any matter involving the prior New York constituent entity and for the enforcement of the rights of shareholders in such New York constituent entity.

3. Hair and Body Essentials, as the surviving entity, designates the Secretary of State of New York as its agent upon whom process against it may be served. The address to which such process shall be forwarded is 207 Manuel Court, St. Augustine, Florida 32095.

4. Hair and Body Essentials, as the surviving entity, will promptly pay shareholders any amounts due to them under applicable law.

5. This merger is permitted under the laws of the State of Florida and is in full compliance therewith. This Plan and the Articles of Merger are on file at the principal office of the surviving corporation, which is stated in paragraph 3 of this ARTICLE III.

ARTICLE III

Upon this Plan being adopted by the Board of Directors and the shareholders of Clifton Mall Hair 2000, and by the Board of Directors and shareholders of Hair and Body Essentials, the President and Vice President of each of the corporations are directed to execute, acknowledge and file in the office of the Secretary of State of the State of Florida a certificate or certification of the action taken by the Directors and Shareholders of the corporation with respect to such matters, all in the form and the manner prescribed by law.

IN WITNESS WHEREOF, this Plan of Merger has been executed by each of the

undersigned on the 10th day of June, 2017.

CLIFTON MALL HAIR 2000, INC., a New York corporation

By: [Signature]
James Piraino, its President

Attest: [Signature]
Pamela Davis, its Vice President

(Corporate Seal)

HAIR AND BODY ESSENTIALS, INC., a Florida corporation

By: [Signature]
James Piraino, its President

Attest: [Signature]
Pamela Davis, its Vice President

(Corporate Seal)

STATE OF NEW YORK
COUNTY OF Saratoga

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared James Piraino and Pamela Davis, who are each ☒ personally known to me or who have each produced a ☐ _____ driver's license or ☐ _____ as identification, and who executed the foregoing certificate as President and as Vice President, respectively, of Clifton Mall Hair 2000, Inc., a New York corporation, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 10th day of June, 2017.

JOHANNA P. ROMAN
NOTARY PUBLIC STATE OF NEW YORK
QUALIFIED IN QUEENS COUNTY
NO. 01RO6146923
MY COMMISSION EXPIRES ON MAY 30, 2018

[Signature]
Signature of Notary Public

Johanna P. Roman
Printed Name of Notary Public

Notary Public, State of New York

My commission expires: 5-30-18

(Notarial Seal)

STATE OF NEW YORK
COUNTY OF Saratoga

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared James Piraino and Pamela Davis, who are each ☒ personally known to me or who have each produced a ☐ _____ driver's license or ☐ _____ as identification, and who executed the foregoing certificate as President and as Vice President, respectively, of Hair and Body Essentials, Inc., a Florida corporation, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 10th day of June, 2017.

JOHANNA P. ROMAN
NOTARY PUBLIC STATE OF NEW YORK
QUALIFIED IN QUEENS COUNTY
NO. 01206146923
MY COMMISSION EXPIRES ON MAY 30, 2018

Johanna P. Roman
Signature of Notary Public
Johanna P. Roman

Printed Name of Notary Public
Notary Public, State of New York
My commission expires: 5.30.18

(Notarial Seal)