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LYNN B. LEWIS
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 700, TOWER
1101 BRICKELL AVENUE
MIAMI, FLORIDA 33131

FILED
55 JAN 27 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE 905-074-0140
TELECOPIER 905-074-7071

LYNN B. LEWIS

January 23, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/27/95 -01007 -014
***122.50 ***122.50

RE: La Julondel Corporation

Dear Sir:

Please file the enclosed Articles of Incorporation for the referenced corporation. Enclosed is this Firm's check in the amount of \$122.50 to cover the cost of filing, a certified copy and the registered agent fee. Please return the certified copy to this office.

If there is anything else you require, please advise.

Very truly yours,

Kristen G. Anderson
Kristen G. Anderson
Legal Assistant

/kg
Enclosures

Kristen said Julondel was 2 names of people combined 00678 00510 00671
W95-2260
2/1/95
TK

ARTICLES OF INCORPORATION
OF
LA JULONDEL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator to these Articles of Incorporation, hereby associate myself in the formation of a corporation (the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:
LA JULONDEL CORPORATION.

ARTICLE II
PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the Corporation shall be:

23700 S.W. 167 Avenue
Hialeah, Florida 33031

ARTICLE III
NATURE OF BUSINESS

The objects and purposes to be transacted and carried on by the Corporation are as follows:

1. To engage in any and all activities which a for-profit corporation is permitted to perform under the Florida Business Corporation Act, as same is adopted, from time to time, including, but not limited to, operation of a beauty salon.

2. To have all of the powers conferred upon a corporation by the laws of the State of Florida, as they are from time to time

enacted, or of any other state or country and which are not prohibited by the Florida Business Corporation Act.

3. The objects and purposes specified in these Articles of Incorporation, unless expressly limited therein, shall not be limited or restricted by reference to, or inference from, any provision in this or any other article of these Articles of Incorporation, shall be regarded as independent objects and purposes, and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE IV

AUTHORIZED SHARES

1. The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 1,000 shares of common stock having a par value of \$1.00 per share.

2. The whole or any part of the authorized shares of the Corporation may be issued for such consideration as is permitted under The Florida Business Corporation Act, as same is adopted, from time to time. The Board of Directors of the Corporation is authorized, empowered and responsible to determine the adequacy of the consideration received or to be received by the Corporation for issuance of the shares.

ARTICLE V

TERM OF EXISTENCE

The existence of this Corporation shall commence at the time that these Articles of Incorporation are duly accepted by and filed with the Department of State of the State of Florida.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be:

23700 S.W. 167 Avenue
Homestead, Florida 33031

The initial Registered Agent of this Corporation at that address is Jules La Brie.

ARTICLE VIII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of not less than 2 Directors. Upon a majority vote of the incumbent members of the Board of Directors, the Board of Directors may elect to have staggered terms for membership on the Board of Directors.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until their successors are duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jules La Brie	23700 S.W. 167 Avenue Homestead, Florida 33031
Elizabeth La Brie	23700 S.W. 167 Avenue Homestead, Florida 33031

ARTICLE X

INCORPORATOR

The individual organizing this Corporation and executing these Articles of Incorporation as the Incorporator is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jules La Brie	23700 S.W. 167 Avenue Homestead, Florida 33031

ARTICLE XI

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. Except as may be provided in any shareholders agreement, no shareholder of the Corporation shall enter into a

voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power for any or all of the shares of stock.

2. Except as may be provided in any shareholders agreement and in accordance with the By-Laws, no shareholder of the Corporation may transfer or otherwise dispose of his or her shares of stock in this Corporation. The By-Laws provide certain rights to the Corporation's shareholders: to approve any prospective new shareholder in the Corporation; and that all shareholders in the Corporation have a right of first refusal to buy those shares in the Corporation which a shareholder may, from time to time, desire to transfer. No shares of stock in this Corporation may be pledged or hypothecated in any manner.

3. The Bylaws of the Corporation may also provide that any Shareholder of the Corporation may require any shareholder who proposed to sell his or her shares in the Corporation to sell such shares only to existing shareholders.

4. This Corporation shall have the power to enter into, or become a partner in, any agreement for the sharing of profits and losses, union of interests, or joint venture with any person, firm or corporation for the purposes of carrying on any legal business or making any legal investment otherwise permitted for this Corporation.

5. The Board of Directors, by the affirmative vote of a majority of the directors then in office and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power:

A. To establish reasonable compensation for its directors, officers and employees;

B. To provide one or more of the following additional compensation plans for its directors, officers and employees, whether singularly on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- (1) A pension plan;
- (2) A profit-sharing plan;
- (3) A medical-dental reimbursement plan;
- (4) A stock bonus plan;
- (5) A thrift and savings plan;
- (6) A stock option plan; or
- (7) Other retirement, death benefit or incentive compensation plans; and

C. To purchase for its shareholders disability and/or life insurance, which may be utilized to fund a Shareholder's buy-out of the Shares in the Corporation which are owned by a disabled Shareholder or by the estate of a deceased Shareholder.

6. No contract or other transaction between the Corporation and any other person, firm, association, partnership or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the

Corporation or in which the Corporation is interested. No person, firm, association, partnership or corporation shall be adversely affected by the fact that any director or directors of the Corporation is or are interested in such contract, account, firm, association, partnership, or corporation. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or herself, or any firm, association, partnership or corporation in which he or she may in any way be interested. The directors, when so interested, shall be counted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

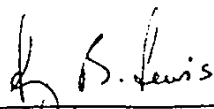
7. The Corporation shall have the authority to indemnify any Director, officer or employee, on such terms and for such amounts as the Board of Directors may, by majority resolution, deem reasonable. No such indemnification may be made as to matters of willful misconduct of any such Director, officer or employee. The indemnification terms may include, provided the Board specifically so resolves, attorneys fees and costs of the indemnitee which may either be in the form of a reimbursement or in the Corporation's direct payment of such expenses of the indemnitee. The Corporation is authorized to obtain and pay for insurance to cover this risk.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 19 day of January 1995.

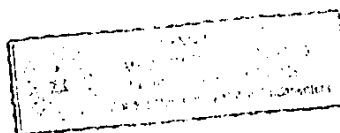

Jules La Brie
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this January 19, 1995 by Jules La Brie who is personally known to me ~~or who produced~~ _____ as identification and who did not take an oath.


Lynn B. Lewis (Printed Name)
Notary Public, State of Florida
at Large

My Commission Expires:
Commission No.:



DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FOR

LA JULONDEL CORPORATION

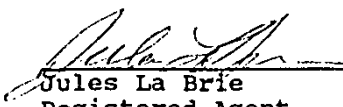
95 JAN 27 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapters 48 and 607, Florida Statutes, LA JULONDEL CORPORATION, having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office as indicated therein at 23700 S.W. 167 Avenue, Homestead, Florida 33031, has named Jules La Brie located thereat as its Registered Agent to accept service of process within this state.

By: 

Jules La Brie
Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Jules La Brie

Registered Agent

Julondel/Corp