

02/01/95 2 2 AS-CORPORAT AGENT (305) 922-4000 P. 001

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2/01/95 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 2:18 PM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 0-0000
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (904) 922-4000 FAX: (305) 592-9591

((H95000001320)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WINGS, THE HAIR SALON II, INC.
FAX AUDIT NUMBER: H95000001320 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/01/1995 TIME REQUESTED: 14:18:50
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morihum
Secretary of State

February 2, 1995

FAS-T CORP. AGENTS INC.

MIAMI, FL

SUBJECT: WINGS, THE HAIR SALON II, INC.
REF: W95000002414

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

WHAT IS THE CORRECT CITY LOCATION FOR 533 MILLER ROAD, MIAMI OR CORAL GABLES????

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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Num. #: H95000001320
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32304

DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
WINGS, THE HAIR SALON II, INC.**

ARTICLE I. NAME.

The name of the corporation is WINGS, THE HAIR SALON II, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at 533 Miller Road Coral Gables, Fl 33145 , State of Florida.

ARTICLE III. REGISTERED AGENT.

The registered agent for the Corporation is John Keil and the address to be used for service to the Corporation shall be 533 Miller Road, Coral Gables, Florida 33145.

ARTICLE IV. BOARD OF DIRECTORS.

- (I) The Corporation shall have a minimum of two (2) directors, and shall have two (2) directors initially. The number of directors may be increased from time to time by amendment of the By-laws
- (II) The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until its successors are elected and qualify, are:

John Keil	Herbert Pizon
533 Miller Road	533 Miller Road
Coral Gables, Fl 33145	Coral Gables, FL 33145

ARTICLE V. INCORPORATOR.

The name and address of the incorporator is as follows:

John Keil
533 Miller Road
Coral Gables, FL 33145

ARTICLE VI. DURATION.

The Corporation shall have perpetual existence.

Prepared by: John Keil
533 Miller Road
Coral Gables, Fl 33145
(305) 444-1514

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ARTICLE VII. PURPOSES.

The purposes for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE VIII. POWERS.

The corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or charitable, scientific or educational purposes.

ARTICLE IX. CAPITAL STOCK.

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares

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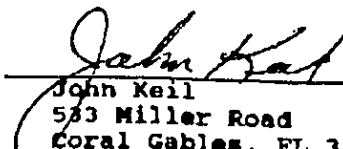
ARTICLE X. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is Five Hundred dollars (\$500.00)


ARTICLE XI. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director of directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director of directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 27th day of January, 1995.


John Keil
533 Miller Road
Coral Gables, FL 33145

I understand, accept and assume the duties and responsibilities of the position of Registered Agent of the aforementioned Corporation


John Keil
533 Miller Road
Coral Gables, Florida 33145

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