

**P95000014540**

*Law Office of*  
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February 14, 1995

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

re: QUALITY HAIR CORP. U.S.A.

Gentlemen:

In reference to the above-captioned matter, please find enclosed an original and one (1) copy of the Articles of Incorporation, as well as an original and one (1) copy of the Certificate Designating the Registered Agent. Also enclosed is my draft in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) which represents the following:

Minimal Capital Stock Tax;

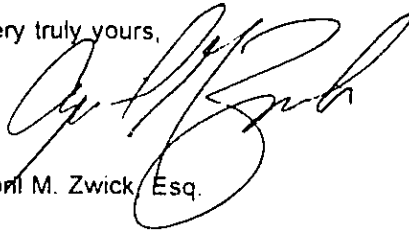
Filing Fee;

Certified Copy Fee; and

Designation of Registered Agent.

Please forward a Certified Copy of the Articles directly to the undersigned, together with your receipt for costs. Thank you.

Very truly yours,

  
April M. Zwick, Esq.

AMZ/mm

enclosures

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ARTICLES OF INCORPORATION  
OF  
QUALITY HAIR CORP. U.S.A.

FILED  
95 FEB 20 PM 2:29  
TALLAHASSEE

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: QUALITY HAIR CORP.  
U.S.A.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business or businesses to be transacted by the Corporation is: marketing.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time is 100 shares of Common Stock, having a nominal One Dollar (\$1.00) par value.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

**ARTICLE V. TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE VI. ADDRESS**

The initial post office address of the initial office of this Corporation in the State of Florida is 1501 East Hallandale Beach Blvd., Suite 163, Hallandale, Florida.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII. DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS	OFFICE
W. MILLAR JOHNSTON	1501 E. Hallandale Beach Blvd. Suite 163 Hallandale, FL	President and Director

**ARTICLE IX. SUBSCRIBERS**

The names and post office addresses of each subscriber to these Articles of Incorporation are:

NAME	ADDRESS
W. MILLAR JOHNSTON	1501 E. Hallandale Beach Blvd. Suite 163 Hallandale, FL

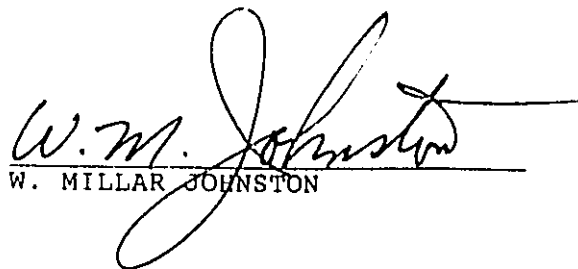
**ARTICLE X. REGISTERED OFFICE and REGISTERED AGENT**

The registered office shall be 2801 University Drive, #203, Coral Springs, Florida 33065, and the registered agent is APRIL M. ZWICK, ESQ.

**ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended in the

manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

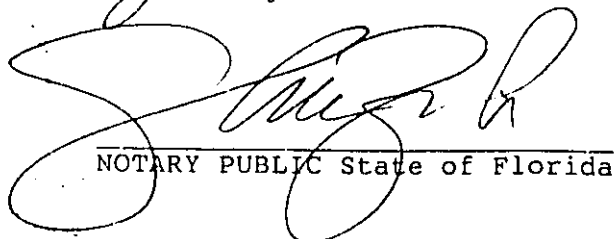
  
W. MILLAR JOHNSTON

STATE OF FLORIDA    )  
                              :   SS.  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, appeared W. MILLAR JOHNSTON, to me personally known to be the person described as the subscriber in, or who presented \_\_\_\_\_ as identification, and who acknowledged before me that he subscribed his name hereto for the purposes therein expressed.

WITNESS my hand and official seal at Hollywood, Broward County, Florida, this 20<sup>th</sup> day of January, 1951.

My Commission Expires:

  
NOTARY PUBLIC State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- THAT QUALITY HAIR CORP. U.S.A., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HALLANDALE, STATE OF  
FLORIDA, HAS NAMED APRIL M. ZWICK, ESQ., LOCATED AT 2801 UNIVERSITY  
DRIVE, SUITE 203, CITY OF CORAL SPRINGS, STATE OF FLORIDA 33065,  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

*W. M. Zwick*

TITLE:

*President*

DATE:

*1/20/95*

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 I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

*[Signature]*

DATE:

*1/29/95*