

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32314
904-222-9171
904-222-0393 FAX

800-342-8086

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 549893 81456A

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AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 28, 1995

ORDER TIME : 11:15 AM

ORDER NO. : 549893

CUSTOMER NO: 81456A

CUSTOMER: James R. Spence, Esq
JAMES R. SPENCE, ESQUIRE

Suite 317
801 N. Magnolia Avenue
Orlando, FL 32803

FILED
95 FEB 28 PM 1:35
RECEIVED
95 FEB 29 PM 12:31
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

P95000016441

NAME: HIDDEN GARDEN BEAUTIQUE, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

EFFECTIVE DATE
3-1-95

2-28-95
0.2/A

EFFECTIVE DATE
3-1-95

ARTICLES OF INCORPORATION
OF
HIDDEN GARDEN BEAUTIQUE, INC.

FILED
95 FEB 28 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: Hidden Garden Beautique, Inc. 6625 U.S. 17-92 South, Fern Park, Florida 32730.

Article 2. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. the aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 801 North Magnolia Avenue, Suite 317, Orlando, Florida 32801 and the name of its initial Registered Agent at that address is James R. Spence.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
JUDITH G. FRYER	801 Coachlight Drive Fern Park, Florida 32730
LAURA M. TURKINGTON	1128 Bent Birch Court Altamonte, Florida 32714

Article 7. Incorporators. The name and address of each Incorporator is as follows:

JUDITH G. FRYER

801 Coachlight Drive
Fern Park, Florida 32730

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- a. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- b. any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise its preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
JUDITH G. FRYER	50 Shares
LAURA M. TURKINGTON	50 Shares

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholders agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 13. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 14. Commencement of Corporate Existence. In accordance with Fla. Stat. §607.0203, the date when corporate existence shall commence is March 1, 1995.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 27 day of ~~March~~ ^{February}, 1995.


JUDITH G. FRYER

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified in the State and County aforesaid to take proper acknowledgments, personally appeared JUDITH G. FRYER, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed the same, and who is personally known to me.

WITNESS my hand and seal in the State and County last aforesaid, this 27th day of March, 1995.



JAMES R. SPENCE
My Comm Exp. 8/23/98
Bonded By Service Inc
No. CC380853

(1) Personally Known

James R. Spence
JAMES R. SPENCE

NOTARY PUBLIC, State of Florida at Large
My Commission Expires: August 23, 1998
My Commission Number: CC028693

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

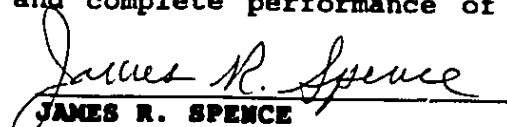
Hidden Garden Beautique, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6625 U.S. 17-92 South, Fern Park, FL 32740, has named **JAMES R. SPENCE**, 801 North Magnolia Avenue, Suite 317, Orlando Florida 32801 as its agent to accept service of process within Florida.


JUDITH G. FRYER

Incorporator
Title

Feb. 27, 1995
Date

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 state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JAMES R. SPENCE

2-27-95
Date

FILED
95 FEB 28 PM 1:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE