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## CLAYTON, JOHNSTON, QUINCRY, IRELAND, FELDER, GADD & ROUNDTHEE, P. A.

ATTORNEYB AT LAW
POST OFFICE DOX 23-939
UNINENTILLE, FLORIDIA 08-000

E. COVINGTON JOHN B TON JAMES E. CLAYTON JAMES B. OUINCEY LEONARD E. INELAND, JM, CHARLES B. FELDER CHARLES M. BADD, JR, ROBERT E. ROUNDTREE, JM. VIRGINIA E. MOYAN PATTI E. PHILLIPS JAMES T. HOLLOWAY

March 8, 1995

III BOUTHEAST FIRST AVENUE GAINESVILLE, FLORIDA 3860I TELEPHONE; (904) 376-4894 FACSIMILE; (904) 371-7366

> KRWIN A. CLAYTON (IBD7 - IBB6)

HARRY G, DUNÇAN (IDIZ - IDZZ)

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

effe

EFFECTIVE DATE

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Dear Sir/Madam:

RE:

Enclosed please find for filing Articles of Incorporation for World Beauty, Inc., a copy thereof, and a check in the amount of \$122.50 for the filing fees. Kindly return the certified copy of the Articles in the self-addressed, postage pre-paid envelope enclosed.

Thank your for your prompt assistance in this matter.

World Beauty, Inc.

Sincerély.

Robert E. Roundtree, Jr., Esq

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**Enclosures** 

#### ARTICLES OF

OF

#### INCORPORATION

#### ARTICLE I - NAME

The name of this corporation is WORLD BEAUTY, INC.

EFFECTIVE DATE

4-1-1-1-1-ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on April 1, 1995.

#### ARTICLE III - PURPOSE

This corporation is authorized to transact any lawful business for which corporations may be formed under Chapter 607, Florida Statutes.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share which shall be designated as common shares.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2901 S.W. 13th Street, #313, Gainesville, FL 32608, and the name of the initial registered agent of this corporation is KENNETH A. HARRAST, 2901 S.W. 13th Street, #313, Gainesville, FL 32608.

#### ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE VIII - RESTRICTIONS ON TRANSFER

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the initial shareholders and this corporation.

#### ARTICLE IX - NO CUMULATIVE VOTING

At each election for directors, every shareholder is entitled to one vote for each share of stock held and cumulative voting shall not be permitted.

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by holders of twenty-five per cent (25%) of issued stock.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of, the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Corporation Act, including the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

#### ARTICLE XIII - DIRECTORS

Directors of this corporation need not be residents of Florida. The shareholders of this corporation shall have exclusive authority to fix the compensation of the directors. There shall always be a minimum of one director.

#### ARTICLE XIV - OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer each of whom shall be elected by the Directors. Any two or more offices may be held by the same person.

#### ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE\_XVII - INCORPORATORS

The names and addresses of the incorporators and directors of this corporation are:

Kenneth A. Harrast S 2901 S.W. 13th Street, #313 2 Gainesville, FL 32608 G

Susan Jeane Harrast 2901 S.W. 13th Street, #313 Gainesville, FL 32608

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this A.D., 1995.

KENNETH A. HARRAST

SUSAN JEANE HARRAST

STATE OF FLORIDA COUNTY OF ALACHUA

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared KENNETH A. HARRAST and SUSAN JEANE HARRAST, known to be the persons who executed the Articles of Incorporation, and they acknowledged that they executed the Articles of Incorporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid this State day of Mouch, A.D. 1995.

NOTARY PUBLIC

OFFICIAL NOTARY SHALL
SHEFFIA J. FULMER
COMMISSION NUMBER
CC309333
MY COMMISSION EXP.
FILO OCT. 6,1995

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 WORLD BEAUTY, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Gainesville, State of Florida, has named KENNETH A. HARRAST, located at 2901 S.W. 3th Street, #313, City of Gainesville, State of Florida, as its Agent to accept service of process within Florida.

WORLD BEAUTY, INC.

BY: <u>Herneth a Harrast</u> KENNETH A. HARRAST President	SECRETARY OF	1995 HAR 14	FILE
DATE 3/8/95 , 1995	FLORIDA	왕 ID: 01	ס

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 and complete performance of my duties.

KENNETH A. HARRAST

# P95000 21235

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SECRETY BY OF COURT TALLAHACLE SUPLEMENT

KENNETH A. HARRAST OR SUSAN J. HARRAST 904-846-5079 2901 S.W. 13TH ST. APT. 313 GAINESVILLE, FL 32608-3033	4-1 10 96	604
GANGER BIF Dept of State	\$\langle \tag{\dag{boll}}	ND Ans
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Pursuant to 607,1401, Florida Statutes, this Florida profit corporation submits the following articles of TALLAHASSEE, FLORIDA

FIRST:	The name of the corporation is WORLD Beauty, Inc.
SECONI	2: The articles of incorporation were filed on \$480000 3-8-95
THIRD:	(CHECK ONE)
	None of the corporation's shares have been issued.
	The corporation has not commenced business.
FOURTH	I: No debt of the corporation remains unpaid.
FIFTH: shareholde	The net assets of the corporation remaining after winding up have been distributed to the ers, if shares were issued.
SIXTH:	Adoption of Dissolution (CHECK ONE)
	A majority of the incorporators authorized the dissolution.
	A majority of the directors authorized the dissolution.
	Signed this 3 day of March 19 96.
	Signature (By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)
	Susan J. HARRAST (Typed or printed name)
	Vice - President