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LAW OFFICES
WILLIAM H. GRACE, P.A.
2449 FIRST STREET
POST OFFICE BOX 2119
FORT MYERS, FLORIDA 33902

TELEPHONE
(913) 444-8851

FILED
FEB 21 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 23, 1995

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

EFFECTIVE DATE
3-8-95

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-02/27/95--01069--010
***122.50 ***122.50

RE: BETH'S UPTOWN DOWNTOWN BARBER STYLING SHOP, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Beth's Uptown Downtown Barber Styling Shop, Inc. together with our check in the sum of \$122.50 representing the following:

Filing Fees	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	\$35.00

Once the Articles have been approved and file, please forward a certified copy to this office.

Thank you for your assistance in this matter.

Sincerely yours,


William H. Grace

WHG:las
Enclosures

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HAY 97

789-625



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 28, 1995

WILLIAM H GRACE PA
P O BOX 2119
FT MYERS, FL 33902

SUBJECT: BETH'S UPTOWN DOWNTOWN BARBER STYLING SHOP, INC.
Ref. Number: W95000004436

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B95 FEB 27 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BETH'S UPTOWN DOWNTOWN BARBER STYLING SHOP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 095A00008881

ARTICLES OF INCORPORATION

OF

BETH'S UPTOWN DOWNTOWN BARBER STYLING SHOP, INC.

ARTICLE I

(NAME)

The name of this corporation is BETH'S UPTOWN DOWNTOWN BARBER STYLING SHOP, INC.

EFFECTIVE DATE

3-8-95

ARTICLE II

(DURATION)

The corporation shall exist perpetually, unless sooner terminated according to law. Its existence shall commence upon the signing of these Articles.

ARTICLE III

(PURPOSE)

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

(CAPITAL STOCK)

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$10.00 per share.

ARTICLE V

(INITIAL REGISTERED AGENT)

The street address of the initial registered office of this corporation is 2204 McGregor Blvd., Fort Myers, Florida 33901, which address is also the principal office of the corporation, and the name of the initial registered agent of this corporation at

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

that address is BETH ANN BERNSTEIN.

ARTICLE VI

(INITIAL BOARD OF DIRECTORS)

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

BETH ANN BERNSTEIN
2204 McGregor Blvd.
Fort Myers, FL 33901

ARTICLE VII

(INCORPORATOR)

The name and address of the person signing these Articles is:
BETH ANN BERNSTEIN, 2204 McGregor Blvd., Fort Myers, Florida
33901.

ARTICLE VIII

(Voting Rights)

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX

(AMENDMENT)

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of March, 1995.

Beth Ann Bernstein (SEAL)
BETH ANN BERNSTEIN

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgments in the State and County aforesaid, this 8th day of March 8, 1995, personally appeared, BETH ANN BERNSTEIN, who known to me and known to be the person who executed the foregoing Articles of Incorporation, who is personally known to me or who has produce n/a as identification and who did take an oath.

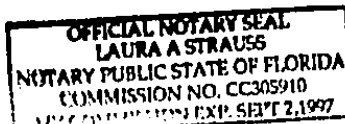
WITNESS my hand and seal this 8th day of March, 1995.

Laura A. Strauss
PRINT NAME OF NOTARY PUBLIC

[Signature]
NOTARY PUBLIC

My Commission Expires:

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.


BETH ANN BERNSTEIN

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1995 FEB 27 PM 2:00
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TALLAHASSEE, FLORIDA