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LAW FIRM OF
GILICK & WENNER
100 NORTH TAMPA STREET, SUITE 2675
TAMPA, FLORIDA 33602
(813) 225-4646
FAX 225-4647

E. MICHAEL GILICK, ESQ.

LYNETTE M. WENNER, ESQ.

March 15, 1995

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

04-01-95

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-03/20/95--01061--013
*****70.00 *****70.00

Re: **TERRY BAYNARD HAIR DESIGN INC.**

To whom it may concern:

Enclosed is an original and one photocopy of the Articles of Incorporation. Please stamp the copy with the filing date and return it in the enclosed self-addressed stamped envelope.

Also enclosed please find a check to cover the seventy dollar (\$70.00) filing fee. We do not wish to obtain a certified copy of the Articles of Incorporation at this time.

Thank you for your prompt attention to this matter. If you should have any questions please contact me.

Sincerely,

Lynette M. Wenner

Lynette M. Wenner

LMW/cld
Enclosures

H. SIMS MAR 21 1995

FILED
MAR 20 1995
34

**ARTICLES OF INCORPORATION
OF
TERRY BAYNARD HAIR DESIGN INC.**

FILED
MAR 29 1995
CLERK OF THE COURT
HILLSBORO COUNTY, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is TERRY BAYNARD HAIR DESIGN INC.

**ARTICLE II
DURATION**

The duration of the company shall be perpetual.

**ARTICLE III
PURPOSES**

The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporation shall have the authority to issue is One Hundred (100) common shares, 5 shares issued, par value of \$1.00 per share.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation in the State of Florida is 4019 Henderson Boulevard, Tampa, Florida 33629. The name of the initial registered agent of this corporation at that address is TERRY BAYNARD.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation has one (1) director initially. The number of directors may either be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Name

TERRY BAYNARD

Address

4019 Henderson Boulevard
Tampa, Florida 33629

EFFECTIVE DATE
04-01-95

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is TERRY BAYNARD, 4019 Henderson Boulevard, Tampa, Florida 33629.

ARTICLE VIII
INDEMNIFICATION

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

ARTICLE IX
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE X
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

ARTICLE XI
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XII
AMENDMENT**

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

**ARTICLE XIII
EFFECTIVE DATE OF INCORPORATION**

The effective date of incorporation is April 1, 1995.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this
14th day of March, 1995.



TERRY BAYNARD
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 14th day of March, 1995, by TERRY BAYNARD.



Notary Public, State of Florida
My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: August 18, 1995
BONDED THRU NOTARY PUBLIC

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED OFFICE

Pursuant to Section 607.034, Florida Statutes, the undersigned hereby accepts appointment
as Registered Agent of the following corporation:

1. Name of corporation: TERRY BAYNARD HAIR DESIGN INC.
2. The registered agent is: TERRY BAYNARD
3. The registered office of such corporation shall be as follows:
4019 Henderson Boulevard, Tampa, Fl. 33629-7717
4. The street address of the registered office and the street address of the business
office are identical.

Dated this 14th day of March, 1995.



TERRY BAYNARD
Registered Agent

FILED
MAR 15 1995
TAMPA
FLORIDA