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DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: RUDNICK & WOLFE

DEPARTMENT OF STATE

101 E KENNEDY

STATE OF FLORIDA

SUITE 2000

409 EAST GAINES STREET

TAMPA FL 33602-0000311-

TALLAHASSEE, FL 32399

CONTACT: JUDITH E COVEY

FAX: (904) 922-4000

PHONE: (813) 229-2111

FAX: (813) 229-1447

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FIRST CHOICE HAIRCUTTERS, INC.

FAX AUDIT NUMBER: H95000004742

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/27/1995

TIME REQUESTED: 14:09:08

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076424002364

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIRST CHOICE HAIRCUTTERS, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

EFFECTIVE DATE

**I.
Name**

4-26-95

The name of the Corporation is First Choice Haircutters, Inc.

**II.
Term of Existence**

The date when corporate existence will commence is April 26, 1995 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the mailing address of the Corporation is 6465 Millcreek Drive, Suite 210, Mississauga, Ontario L5N 5R6, Canada.

**IV.
Capital Stock**

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602

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VI.
Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The name and address of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Brian Tucker	6465 Millcreek Drive, Suite 210 Mississauga, Ontario L5N 5R6 Canada

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Rudnick & Wolfe 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

VIII.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of

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the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

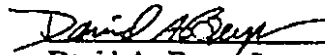
XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 26, 1995.


David A. Beyer, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated: April 26, 1995.


David A. Beyer

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101 E KENNEDY

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SUITE 2000

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TAMPA FL 33602-0000-0000 00

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: JUDITH E COVEY

PHONE: (813) 229-2111

FAX: (813) 229-1447

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: FIRST CHOICE HAIRCUTTERS, INC.

FAX AUDIT NUMBER: H95000004818

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/28/1995

TIME REQUESTED: 16:54:56

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076424002364

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2 Pages

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
FIRST CHOICE HAIRCUTTERS, INC.**

CHANGING CORPORATE NAME

Pursuant to the provisions of Sections 607.1001, 607.1005 and 607.1006, Florida Statutes, the undersigned corporation, **FIRST CHOICE HAIRCUTTERS, INC.**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to amend its Articles of Incorporation:

1. **Name of the Corporation.** The name of the Corporation is First Choice Haircutters, Inc.
2. **Purpose.** The purpose of this Amendment is to change the Corporation's name to **FIRST CHOICE HAIRCUTTERS (FLORIDA), INC.**
3. **Text of the Amendment.** Article I of the Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE I.

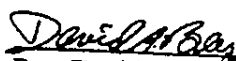
Name

The name of the Corporation is **FIRST CHOICE HAIRCUTTERS (FLORIDA), INC.**

4. **Date of Adoption.** The Amendment was adopted April 28, 1995.
5. **Manner of Adoption of Amendment.** The Amendment was adopted by the sole Incorporator before the issuance of shares.

IN WITNESS WHEREOF, the Incorporator of the Corporation has executed these Articles of Amendment as of the 28th day of April, 1995.

FIRST CHOICE HAIRCUTTERS, INC.



By: David A. Beyer, Incorporator

Prepared by: David A. Beyer
Florida Bar Number: 0349844
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111
JEC0699 04/28/95

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