

REGIS P95000033229

REGIS CORPORATION • 7201 METRO BOULEVARD • MINNEAPOLIS, MN 55439 • 612-947-7777 • FAX 612-947-7900

VIA AIRBORNE EXPRESS

August 29, 2001

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eric.bakken@regiscorp.com

The Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/30/01--01078--013
****140.00 ****140.00

Re: **Articles of Merger – Dismir Holdings, Inc.; First Choice Haircutters (U.S.), Inc.;
First Choice Haircutters (Florida), Inc. and First Choice Haircutters (International)
Corp.**

Dear Sir/Madam:

Enclosed for filing, please find two signed copies of the Articles of Merger and Agreement of Merger with respect to the above referred to corporations as well as a check payable to the Florida Department of State in the amount of \$140.00 to cover the appropriate filing fees. I would greatly appreciate it if you would send me a copy of the certified Articles of Merger once it is available. Please give me a call if you should have any questions or concerns regarding the enclosed information.

Sincerely,

REGIS CORPORATION



Eric A. Bakken
Vice President, Law

Merger
9-7-01
EAS

EFFECTIVE DATE
08-31-01

FILED
01 AUG 30 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EAB:ljm
Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

First Choice Haircutters (Florida), Inc., a Florida corporation, P95000033229
First Choice Haircutters (U.S.), Inc., a Delaware corporation qualified in Florida,
F98000006572
Dismir Holdings, Inc., a Delaware corporation not qualified in Florida

INTO

FIRST CHOICE HAIRCUTTERS (INTERNATIONAL) CORP., a Delaware entity
not qualified in Florida.

File date: August 30, 2001, effective August 31, 2001

Corporate Specialist: Doug Spitler

FILED
01 AUG 30 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC CORPORATION AND FOREIGN CORPORATION
ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Dismir Holdings, Inc.	Delaware
First Choice Haircutters (U.S.), Inc.	Delaware
First Choice Haircutters (Florida), Inc.	Florida
First Choice Haircutters (International) Corp.	Delaware

SECOND: The laws of the state under which such foreign corporations are organized permit such merger and such foreign corporations are complying with those laws in effecting the merger.

THIRD: The foreign corporations comply with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and the domestic corporation complies with the applicable provisions of Sections 607.1101 – 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:
(see attached Agreement of Merger)

FIFTH: The effective date of the merger shall be the close of business on the 31st day of August, 2001.

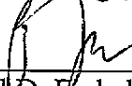
EFFECTIVE DATE

08-31-01

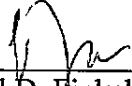
SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

The plan of merger was adopted by the Board of Directors when no vote of the shareholder is required of Dismir Holdings, Inc., First Choice Haircutters (U.S.), Inc., First Choice Haircutters (Florida), Inc. and First Choice Haircutters (International) Corp. on August 24, 2001. The articles of incorporation of the surviving corporation will not differ (except for amendments enumerated in Section 607.1002) from its articles before the merger, and each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares with identical designations, preferences, limitations, and relative rights, immediately after the merger.

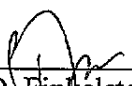
Dismir Holdings, Inc.

By: 
Paul D. Finkelstein, President

First Choice Haircutters (U.S.), Inc.

By: 
Paul D. Finkelstein, President

First Choice Haircutters (Florida), Inc.

By: 
Paul D. Finkelstein, President

First Choice Haircutters (International) Corp.

By: 
Paul D. Finkelstein, President

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated as of the 24th day of August, 2001, pursuant to Section 251 and Section 252 of the General Corporation Law of Delaware, between Dismir Holdings, Inc., a Delaware corporation; First Choice Haircutters (U.S.), Inc., a Delaware corporation; First Choice Haircutters (Florida), Inc., a Florida corporation and First Choice Haircutters (International) Corp.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation, as hereinafter specified.

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: First Choice Haircutters (International) Corp. hereby merges into itself Dismir Holdings, Inc., and said Dismir Holdings, Inc. shall be and hereby is merged into First Choice Haircutters (International) Corp., which shall be the surviving corporation; First Choice Haircutters (International) Corp. hereby merges into itself First Choice Haircutters (U.S.), Inc., and said First Choice Haircutters (U.S.), Inc. shall be and hereby is merged into First Choice Haircutters (International) Corp., which shall be the surviving corporation; First Choice Haircutters (International) Corp. hereby merges into itself First Choice Haircutters (Florida), Inc., and said First Choice Haircutters (Florida), Inc., shall be and hereby is merged into First Choice Haircutters (International) Corp., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of First Choice Haircutters (International) Corp., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each 100 shares of common stock of a merged corporation which shall be outstanding on the effective date of this agreement, and all rights in respect thereof shall forthwith be changed and converted into 1 share of common stock of the surviving corporation.

(b) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of a merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of a merged corporation to be converted into the stock of the surviving corporation as provided herein may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of a merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on August 31, 2001.

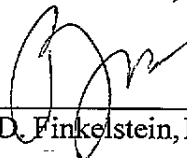
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporations shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations respectively. The merged corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged

corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporations or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the merger with the Secretary of State of Delaware. This Agreement may be amended by the Boards of Directors of the constituent corporations at any time prior to the date of filing the Agreement with the Secretary of State of Delaware, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and that fact having been certified on said Agreement of Merger by the Assistant Secretary of each corporate party hereto, have caused these presents to be executed by the President and attested by the Assistant Secretary of each party hereto as the respective act, deed and agreement of each of said corporations as of the 24th day of August, 2001.

DISMIR HOLDINGS, INC.

By: 
Paul D. Finkelstein, President

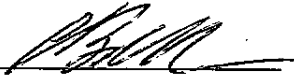
ATTEST:

By: 
Eric A. Bakken
Assistant Secretary

FIRST CHOICE HAIRCUTTERS (U.S.), INC.

By: 
Paul D. Finkelstein, President

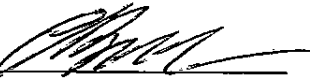
ATTEST:

By: 
Eric A. Bakken
Assistant Secretary

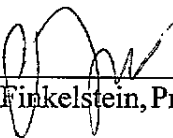
FIRST CHOICE HAIRCUTTERS (FLORIDA), INC.

By: 
Paul D. Finkelstein, President

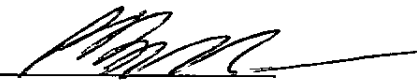
ATTEST:

By: 
Eric A. Bakken
Assistant Secretary

FIRST CHOICE HAIRCUTTERS (INTERNATIONAL) CORP.

By: 
Paul D. Finkelstein, President

ATTEST:

By: 
Eric A. Bakken
Assistant Secretary

I, Eric A. Bakken, Assistant Secretary of First Choice Haircutters (International) Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been duly signed on behalf of the said corporation and having been signed on behalf of Dismar Holdings, Inc., a Delaware corporation, First Choice Haircutters (U.S.), Inc., a Delaware corporation and First Choice Haircutters (Florida), Inc., a Florida Corporation, was duly adopted pursuant to subsection (f) of section 251 of the General Corporation Law of Delaware without any vote of the stockholders of the surviving corporation; and that the Agreement of Merger does not amend in any respect the Certificate of Incorporation of the surviving corporation, and each share of stock of First Choice Haircutters (International) Corp. outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of the surviving corporation after the effective date of merger, and three shares of common stock of the surviving corporation are to be issued or delivered under the plan of merger; and that the outstanding shares of the corporation were such as to render subsection (f) of section 251 of the General Corporation Law of Delaware applicable; and that the Agreement of Merger was adopted by action of the Board of Directors of said First Choice Haircutters (International), and is the duly adopted agreement and act of the said corporation.

WITNESS my hand as of this 24th day of August, 2001.


Eric A. Bakken, Assistant Secretary