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July 7, 1995

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosod Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyne, Esq.
T. Wilard Fair
Ronald E. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Moses
Garth C. Reeves
Neil Robinson
Doratha Stewart
Karon Johnson Street
Elana H. Black
Executive Director

RE: Articles of Incorporation: SPLINTER'S A HAIR SALON, INC.

Dear Sir/Madam:

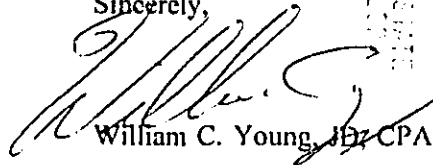
Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificates Designating Place of Business and Registered Agent, check #599 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

Please file both the Article and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

WILLIAM C. YOUNG, JD, CPA
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for attention to this matter.

Sincerely,


William C. Young, JD, CPA

WCY/cd
Encls.



FILED
95 JUL 13 AM 10:29
TELETYPE UNIT

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draftArticles\z:\SPLINTER.SAL

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

ARTICLES OF INCORPORATION
OF
SPLINTER'S A HAIR SALON, INC.

FILED
95 JUL 13 AM 10:20
SECRETARY OF STATE
TALLAHASSEE FL

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is SPLINTER'S A HAIR SALON, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 1150 S.W. 22nd STREET, MIAMI, Florida 33155.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue FIVE Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize

the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 11040 S.W. 138th STREET, Miami, Florida 33176, and the registered agent at that office is THERON M. SHEFFIELD.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have ONE (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

THERON M. SHEFFIELD
11040 S.W. 138th STREET,
MIAMI, FLORIDA 33176

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

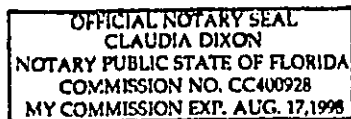
THERON M. SHEFFIELD
11040 S.W. 138th STREET,
MIAMI, FLORIDA 33176

IN WITNESS WHEREOF, I, THERON SHEFFIELD, the undersigned
incorporator, have signed these Articles of Incorporation on this
6th day of July, 1995 and acknowledged the
same to be my act.

Theron M. Sheffield
THERON M. SHEFFIELD

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 6th day
of July, 1995 by THERON M. SHEFFIELD, who personally
appeared before me at the time of notarization, and who is
personally known to me or who has produced a Florida Driver's
License as identification.



NOTARY PUBLIC:

SIGN: *Claudia Dixon*

PRINT: CLAUDIA DIXON
STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That SPLINTER'S A HAIR SALON, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of Dade, State of Florida, has named THERON M. SHEFFIELD located at 11040 S.W. 138th STREET in the City of MIAMI, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: *Theron M. Sheffield*

THERON M. SHEFFIELD

DATE: 7-6-95