

08/24/95 11:38

NO. 764 P002/007

995000065877

*** SUMMARY OF FILING FEES ***
FILING FEE, \$35.00
REGISTERED AGENT, \$35.00
CERTIFIED COPY, \$0.00
CERTIFICATE OF STATUS, \$0.00

ESTIMATED CHARGE, \$70.00

8/24/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT,

TYPE, EFIL01
CORPORATE NAME, CITY HAIRCUTS, INC.

SUB-ACCOUNT NUMBER,
METHOD OF DELIVERY, F
FAX PHONE NUMBER, (407) 659-3652
MAILING NAME/ADDRESS, GUNSTER, YOKLEY & STEWART, P.A.
777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH
FL 33401-6194 US

CERTIFICATE(S) REQUESTED, NO
ESTIMATED CHARGES, \$70.00

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT
CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

8/24/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

11:12 AM

(((H95000009374))) ELECTRONIC FILING COVER SHEET
TO, DIVISION OF CORPORATIONS FROM, GUNSTER, YOKLEY & STEWART, P.A.
DEPARTMENT OF STATE 777 S FLAGLER DR
STATE OF FLORIDA PHILLIPS POINT SUITE 500E
400 EAST GAINES STREET WEST PALM BEACH FL 33401-6194
TALLAHASSEE, FL 32309 CONTACT, SHERI J MILLER
FAX, (804) 922-4000 PHONE, (407) 650-8658
FAX, (407) 659-3652

(((H95000009374))) DOCUMENT TYPE, FLORIDA PROFIT CORPORATION OR P.A.
NAME, CITY HAIRCUTS, INC.
FAX AUDIT NUMBER, H95000009374
DATE REQUESTED, 08/24/1995
CERTIFIED COPIES, 0
NUMBER OF PAGES, 5
ESTIMATED CHARGE, \$70.00
CURRENT STATUS, REQUESTED
TIME REQUESTED, 11:12:06
CERTIFICATE OF STATUS, 0
METHOD OF DELIVERY, FAX
ACCOUNT NUMBER, 078117000420

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Fax audit 1st page

08/24/95

11:37

NO. 764

PO01/007

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, PA.

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.

PHILLIPS POINT SUITE 300 EAST
277 SOUTH U.S. 90 WEST DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
WEST PALM BEACH, FLORIDA 33401-6194
WEST PALM BEACH, FLORIDA 33402-4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 555-1080
TELEPHONE (407) 555-1980
FAX (407) 555-0077

OTHER OFFICES IN:
STUART, FL (407) 288-1080
FORT LAUDERDALE, FL (305) 402-2000
PALM BEACH, FL (407) 555-1080
STUART, FL (407) 288-1080
TALLAHASSEE, FL (904) 222-0800

FAX TRANSMITTAL FORM

WRITER'S DIRECT DIAL NUMBER

DATE: August 24, 1995
TO: FL Division of Corporations
FIRM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-922-4000
PHONE #: 904-487-6926
FROM: Rose Carbone, Legal Assistant Ex: 726
ORIGINALS TO FOLLOW: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 7
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Message:

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CLIENT/MATTER#: 15888.0900

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.

ATTORNEYS AT LAW
PHILLIP'S COURT, SUITE 300 EAST
277 SOUTH FLORIDA AVENUE
WEST PALM BEACH, FLORIDA 33401-6194
WEST PALM BEACH, FLORIDA 33401-6194
WEST PALM BEACH, FLORIDA 33402-4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 655-1980
TELEPHONE (407) 655-1980
FAX (407) 655-2677

OTHER OFFICES AND BRANCHES:
STUART, FL (407) 321-1980
FORT LAUDERDALE, FL (305) 468-2000
PALM BEACH, FL (407) 655-1980
STUART, FL (407) 321-1980
TALLAHASSEE, FL (904) 222-6660

FAX TRANSMITTAL FORM

WRITE IN DIRECT DIAL NUMBER

DATE: August 24, 1995
TO: FL Division of Corporations
FIRM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-922-4000
PHONE #: 904-487-6926
FROM: Rose Carbone, Legal Assistant Ext: 726
ORIGINALS TO FOLLOW: No

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CLIENT/MATTER#: 15888.0900

August 24, 1995

GUNSTER YOAKLEY VALDES-FAULI STEWART P.A.

W PALM BEACH, FL

SUBJECT: CITY HAIRCUTS INC.

REF: W95000017133

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

THE FAX AUDIT NUMBER SHOULD BE LISTED ON EACH AND EVERY PAGE (SEE 1ST PAGE.)

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000009374
Letter Number: 895A00039638

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida
32314

H95000009374

**ARTICLES OF INCORPORATION
OF
CITY HAIRCUTS INC.**

Article I

Name

The name of the corporation is City Haircuts Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

506 North U.S. Highway One
Tequesta, FL 33469

The mailing address of this corporation shall be:

506 North U.S. Highway One
Tequesta, FL 33469

FILED
95 AUG 24 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000009374

David G. Bates, Esquire (FL Bar No. 0935451)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Dr., Suite 500E
West Palm Beach, FL 33401
(407) 655-1980

H95000009374

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of \$.01 par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 506 North U.S. Highway One, Tequesta, FL 33469, and the name of the initial registered agent of this corporation at the address is Martin J. Subachus. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

The name and address of the person signing these Articles is:

Martin J. Subachus
506 North U.S. Highway One
Tequesta, FL 33469

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

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Article X

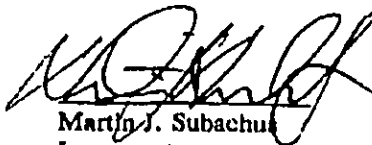
Amendment

The 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 shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Martin J. Subachuk
Incorporator

DATED: August 24, 1995


153186.01

1195000009374

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CITY HAIRCUTS INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Martin J. Subachus

153186.02

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95 AUG 24 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA