

CHENZO & CO.
Mizner Park
432 Plaza Real
Boca Raton, FL 33432

January 8, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Filing of Articles of Incorporation - Chenzo & Co.

Dear Sir/Madam:

Attached please find an original and one copy of the Articles of Incorporation for Chenzo & Co for filing with the state. I have also included a check for the filing fees in the amount of \$122.50.

I am sending these Articles via Federal Express in order that they may be filed as quickly as possible.

Thank you for your assistance in this matter.

Sincerely,

Deborah

Deborah J. Rogers
Secretary & Treasurer

800001682898
-01/09/96--01103--012
****122.50 ****122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN -9 PM 7:14

FILED

Handwritten signature
1/11/96

**ARTICLES OF INCORPORATION
OF
CHENZO & COMPANY, INC.**

FILED
26 JAN -9 PM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is:

CHENZO & COMPANY, INC.

ARTICLE II

Terms of Corporation Existence

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

ARTICLE III

The purpose for which the Corporation is organized are:

- (a) To market consumer hair products.
- (b) To acquire by purchase, or otherwise, for investment or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of, for cash or on credit by conveyance, agreement for deed, or other lawful instrument, real estate, or mixed property, located in the State of Florida, or elsewhere, and generally to deal in the traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and the lots or parcels of land upon which they may be located, and to create, own, lease, sell, operate, and deal in freehold and leasehold estates of

any and all character whatsoever, and to be and investor in real and personal property.

(c) To lend and borrow money, be a surety, execute bill bonds and to execute and deliver, accept, take and receive notes, bonds debentures of other evidences thereof, and mortgages, trust deeds, pledges, or other securities for the payment of same.

(d) To acquire by purchase, subscription, or otherwise, and mortgage, pledge, or otherwise dispose of bonds, notes or other securities or evidence of indebtedness, and the shares of capital stock created and issued by any other corporation or corporations, association or associations, and to purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidences created by or issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all rights, powers and privileges as such ownership, including the right to vote the same and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness and to guarantee dividends upon shares of the capital stock of any other corporation in which this corporation, at any time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, of either thereof, of notes, bonds or other evidences of indebtedness created by issue of such corporations; to deal in its own stocks or brokerage business.

(e) In addition, the corporation may transact any and all lawful business for which corporations may be incorporated under

the Florida General Corporation Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 10,000,000 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE CENT (\$0.01) per share.

ARTICLE V

Initial Registered Office and Registered Agent

The street address of the Initial Registered Office of the corporation and the name of the Initial Registered Agent is: Mizner Park, 432 Plaza Real, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is DEBORAH ROGERS.

ARTICLE VI

Principal Office

The Principal Office of the place of business of the corporation shall be Mizner Park, 432 Plaza Real, Boca Raton, Florida 33432.

ARTICLE VII

Board of Directors

The affairs of the corporation shall be conducted by a Board of not less than one (1) and not more than five (5).

ARTICLE VIII

Initial Directors

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of

Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

VINCENT BALSAMO
5250 Town Center Circle, Suite 123
Boca Raton, Florida 33486

ARTICLE IX

Subscribers

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

VINCENT BALSAMO
5250 Town Center Circle, Suite 123
Boca Raton, Florida 33486

ARTICLE X

Assignment of Subscription Rights

The original incorporator of the corporation shall have the right, upon its organization, to assign and deliver her subscription of stock to any person, or to firms of corporation who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporator and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XI

Management

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida, including, without limitation, the power shall be

no exercisable upon majority vote of the Board of Directors unless stated otherwise in Chapter 607, Florida Statutes.

ARTICLE XII

Transactions with Related Parties

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested, or is a director or officer of, or are the directors or officers of such other corporations.

ARTICLE XIII

Cumulative Voting

At all elections of Directors of the corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected, and may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE XIV

Preemptive Rights

No shareholder of the corporation shall have a preemptive right because of his shareholdings to have first offered to him any part of the presently authorized shares of the corporation, hereafter issued, optioned or sold, or any part of any debenture, bond, notes, or securities of the corporation convertible into shares hereafter issued, optioned or sold by the corporation.

ARTICLE XV

Indebtedness

The highest amount of indebtedness or liability to which this corporation may at any time subject itself to is unlimited.

ARTICLE XVI

Effective Date

The effective date of this corporation shall be the date as filed in the Secretary of State office in Tallahassee, Florida.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged the Articles of Incorporation, at BOCA RATON, Florida, this 8th day of January, 1996.

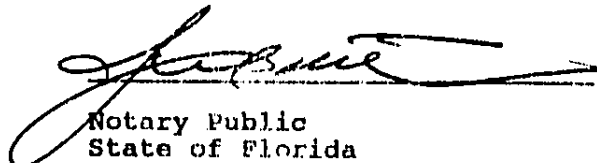


VINCENT BALSAMO

STATE OF FLORIDA)
 Palm) SS
COUNTY OF BRADFLD)

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgements in the County and State aforesaid, personally appeared VINCENT BALSAMO, who is well known to be the Incorporator described in and who executed the foregoing Articles of Incorporation of CHENZO & COMPANY, INC. and that he executed the same as such Incorporator for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, at Boca Raton,
Florida, this 8th day of JANUARY, 1996.


Notary Public
State of Florida

My Commission Expires:



JERROLD R. HINTON
MY COMMISSION # 00250456 EXPIRES
January 5, 1997
BONDED TITLU TROY FARM INSURANCE, INC.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that CHENZO & COMPANY, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Mizner Park, 432 Plaza Real, Boca Raton, Florida 33432 hereby designates Deborah Rogers whose address for service is Mizner Park, 432 Plaza Real, Boca Raton, Florida 33432 its agent to accept service of process within this state.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


DEBORAH ROGERS
(Registered Agent)

FILED
96 JAN -9 PM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000003927

CHENZO & CO.
Mizner Park
432 Plaza Real
Boca Raton, FL 33432

FILED
96 JAN 22 AM 9:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 19, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

400001695464
-01/29/96--01025--009
*****87.50 *****87.50

Re: Amendment to Chenzo & Co., Inc. - #P96000003927

Dear Sir/Madam:

Attached please find an amendment to the Articles of Incorporation for Chenzo & Co., Inc. which were filed with the State of Florida on January 9, 1996.

This amendment will increase the number of shares from 10 million to 20 million shares of common stock.

I am including a check in the amount of \$87.50 for filing fees.

We are under strict time restraints and would appreciate the filing of this amendment to be done as quickly as possible. When returning the filed amendment, please use the Federal Express label I have enclosed.

Thank you for your assistance in this matter.

Sincerely,

Deborah

Deborah J. Rogers
Secretary & Treasurer

Debbie GAVE
AUTHORIZATION BY PHONE TO
CORRECT # 3
DATE 1/25
DOC EXAM. 18

Amend

VS JAN 26 1996

AMENDMENT TO
ARTICLES OF INCORPORATION OF
CHENZO & COMPANY, INC.

FILED
96 JAN 22 AM 9:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CHENZO & COMPANY, INC. files herewith its first amendment to the Articles of Incorporation

1. Article IV is amended to read as follows:

The total number of shares of stock which this corporation is authorized to issue is:

Twenty Million (20,000,000) shares of common stock with a par value of One Cent (\$0.01) per share.

2. This amendment is effective January 10, 1996.

3. This amendment has been adopted by the corporation after a vote ~~of a majority~~ by the shareholders at a special meeting of the shareholders held on January 9, 1996, after notice.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Amendment to the Articles of Incorporation at Miami, this 10th day of January, 1996.

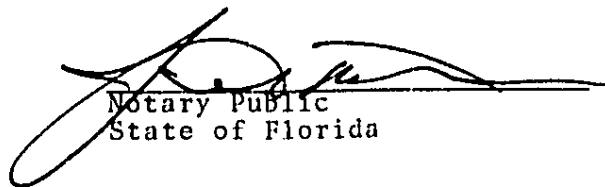
Richard J. Rogers
Secretary

CORPORATE
SEAL

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgements in the County and State aforesaid, personally appeared DOROTHY J. ROBERTS, who is well known to me and who executed the foregoing Amendment to the Articles of Incorporation of CHENZO & COMPANY, INC. and that he/she executed the same as the secretary for the purposes herein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, at Miami, Florida this 10th day of January, 1996.


Notary Public
State of Florida

My commission expires:



JERROLD R. HINTON
MY COMMISSION # 00250458 EXPIRES
January 6, 1997
ISSUED BY THE FARM INSURANCE, INC.

CHENZO & CO., INC.

MIZNER PARK
432 PLAZA REAL
BOCA RATON, FLORIDA 33432

P96000003927

March 1, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

600001731736
-03/05/96--01003--012
*****87.50 *****87.50

Re: Second Amendment to Chenzo & Co., Inc. Articles of Incorporation

Dear Sir/Madam:

Attached please find the second amendment to be filed for Chenzo & Co., Inc. Articles of Incorporation. The original Articles were filed on January 9, 1996.

I am enclosing a check in the amount of \$87.50 for filing fees.

I am also including an Airborne Express pack for returning a copy of the filed amendment showing file and date stamp for our corporate book.

I appreciate your assistance.

Sincerely,

Deborah

Deborah J. Rogers
Secretary

CU
** Cert Copy*
P96000003927
Amend
3-4-96
TALLAHASSEE, FLORIDA
36 MAR -4 PM '96
FILED

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
CHENZO & COMPANY, INC.**

CHENZO & COMPANY, INC. Files herewith its second amendment to the
Articles of Incorporation

1. Article IV is amended to read as follows:

(a) The total number of shares of stock which this corporation is authorized to
issue is:

Twenty Million (20,000,000) shares of common stock with a par value of One Cent
(\$0.01) per share.

Five Million (5,000,000) shares of preferred stock with a par value of One Cent (\$0.01)
per share.

(B) The preferred stock of the corporation shall be issued in one or more series
as may be determined from time to time by the Board of Directors. In establishing a
series, the Board of Directors shall give to it a distinctive designation so as to distinguish it
from the shares of all other series and classes, shall fix the number of shares in such series,
and the preferences, rights and restrictions thereof. All shares in a series shall be alike.
Each series may vary in the following respects: (1) the rate of dividend; (2) the price at
and the terms and conditions on which shares shall be redeemed; (3) the amount payable
upon shares in the event of involuntary liquidation; (4) the amount payable upon shares in
the event of voluntary liquidation; (5) sinking fund provisions for the redemption of
shares; (6) the terms and conditions on which shares may be converted if the shares of any
series are issued with the privilege of conversion; and (7) voting powers.

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36 MAR -4 PM 2:56
TALLAHASSEE, FLORIDA

2. This amendment is effective March 12th, 1996.

3. This amendment has been adopted by the Incorporator, shareholder approval not being needed as no shares have been issued, on March 12th, 1996.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Amendment to the Articles of Incorporation at Dade County, this 12th day of March, 1996.

Deborah J. Rogers

Incorporator

Sh. Spencer

R262-170-59-6230

CORPORATE
SEAL

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared Deborah Rogers, who is well known to me and who executed the foregoing Amendment to the Articles of Incorporation of CHENZO & COMPANY, INC. And that he executed the same as the incorporator for the purposes herein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, at Dade County, Florida this 1st day of March, 1996.

Linda Walker
Notary Public
State of Florida

My commission expires:

