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CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 051506 01444A

AUTHORIZATION :

COST LIMIT : 4 PPD

ORDER DATE : February 19, 1996

ORDER TIME : 3:40 PM

ORDER NO. : 051506

CUSTOMER NO: 01444A

CUSTOMER: John Latschaw, Jr., Esq
PATTERSON & GREEN

Suite A
3010 S. Third Street
Jacksonville, FL 32250

EFFECTIVE DATE

FEB 15 1996

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-02/20/96--01022--M03
***122.50 ***122.50

DOMESTIC FILING

NAME: ENTERPRISES DE SOLEIL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GWEN BUTLER

EXAMINER'S INITIALS: _____

FILED
96 FEB 20 7H 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 FEB 20 7H 8 25

T. BROWN FEB 20 1996

EFFECTIVE DATE
FEB 15 1996

ARTICLES OF INCORPORATION
OF
ENTERPRISES de SOLEIL, INC.

FILED
96 FEB 20 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: Corporate Name. The name of the corporation is Enterprises de Soleil, Inc.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of providing all types of salon services including, but not limited to tanning, massage, facial, nail and body waxing products and services and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 per share.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is John H. Latshaw, Jr., 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is John H. Latshaw, Jr.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 4082 Third Street, Suite B, Jacksonville Beach, FL 32250.

ARTICLE VII: Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Bonita L. Werger
751 Sandy Oaks Court
Ponte Vedra Beach, FL 32082

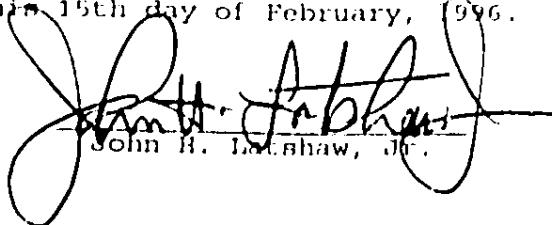
ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is John H. Latshaw, Jr., 3010 South Third Street, Suite B, Jacksonville Beach, Florida 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: Corporate Reorganization. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares held by any shareholder who does not exercise it and the shareholder must pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares and inviting the shareholders to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of written notice from the corporation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of February, 1996.

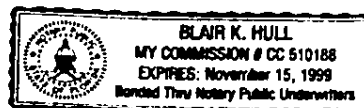

John H. Latshaw, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared John H. Latshaw, Jr., to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

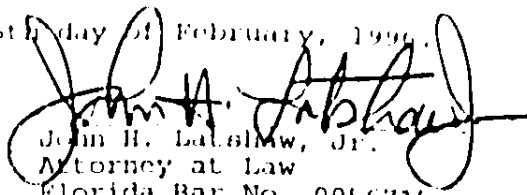
WITNESS my hand and seal this 15th day of February, 1996


Notary Public, State of Florida
My Commission Expires: 11/15/99



HAVING BEEN NAMED to accept service of process for Enterprisen de
solar, Inc. at the place designated in the Articles of Incorporation,
I HEREBY AGREE TO ACT in this capacity and agree to comply with the
provisions of all statutes relating to the property in complete
performance of my duties.

DATED this 15th day of February, 1996.


John H. Latslaw, Jr.
Attorney at Law
Florida Bar No. 0056715
Patterson & Green, P.A.
3010 South Third St., Ste A
Jacksonville Beach, FL 32250
(904) 247-1770

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