

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

25/11/94

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN 4/8 12:00
 Will Pick Up

RE: EliteCuts, Inc. LLC

96 APR -8 AM 9:16

SECURITY DISBURSED
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S.	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

ELITE CUTS, INC.

FILED

96 APR -8 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

ELITE CUTS, INC.

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to own, acquire, manage and operate various business operations, including a hair and beauty salon. To include retail and wholesale purchase, exchange and sale of any and all items involved in such business. To engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 100 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of

this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 2402 North Dixie Highway, #5, Lake Worth, Florida 33460.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

GREGORY POPPEL
2317 East Coast Avenue North
Lake Worth, FL 33460

ARTICLE IX

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

GREGORY POPPEL
2317 East Coast Avenue North
Lake Worth, FL 33460

ARTICLE X

The Officers of the Corporation shall be:

GREGORY POPPEL - PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII


This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 5th day of April, 1996.


GREGORY POPPEL

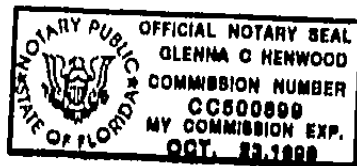
STATE OF FLORIDA)
) SLS
COUNTY OF PALM BEACH)

FILED

96 APR -8 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared
GREGORY POPPEL, who produced as identification Florida Drivers
License, known to me and by me to be the person who
executed the above Articles of Incorporation, for the purposes
therein expressed.



Glenna C. Henwood
GLENNA C. HENWOOD
NOTARY PUBLIC
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

H. Bryant Sims
H. BRYANT SIMS, ESQUIRE