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ACE INDUSTRIES/PRINTING CORP KIT

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CORPORATION DIVISION OF
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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: A & L BONI ENTERPRISES INC.
FAX AUDIT NUMBER: H96000004983
DATE REQUESTED: 04/08/1996
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TALLAHASSEE, FLORIDA
SECRET
DATE
FALL 1996

4/9

H96-04983

ARTICLES OF INCORPORATION

of A & L BONI ENTERPRISES INC.
 a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: A & L BONI ENTERPRISES INC.
 Address of the Corporation: 19 ROCKAWAY STREET
CLEARWATER BEACH, FLORIDA 34630

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000.
 PAR VALUE _____ (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
1282 N.W. 171st TERRACE PEMBROKE PINES, FLORIDA 33028
 and the name of the initial registered agent at such address is ANTHONY LOUIS BONI

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Anthony L. Boni
 Signature of Registered Agent

1-8-90
 Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. ANTHONY BONI 1282 N.W. 171st TERRACE PEMBROKE PINES, FLORIDA 33028
LAWRENCE BONI 19 ROCKAWAY STREET CLEARWATER, FLORIDA 34630

Article 7: The Name and address of the incorporator is:

ANTHONY BONI 1282 N.W. 171st TERRACE PEMBROKE PINES, FLORIDA 33028

In witness whereof I have subscribed my name

Anthony L. Boni
 Signature of Incorporator

ANTHONY LOUIS BONI

H96-04983
 ace INDUSTRIES, INC.
 54 NW 11th Street
 Miami, FL 33136
 305-358-2571

P96000031660

F. B. ESTERGREN, P.A.
ATTORNEY AND COUNSELLOR AT LAW
DE EOLIN PARKWAY N.E.
P.O. DRAWER 2167
FT. WALTON BEACH, FLORIDA 32549
(904) 243-0130 FAX (904) 244-2140

April 4 , 1996

Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

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Re: SPENCER'S HAIR DESIGNS, INC.

Gentlemen:

Enclosed are the original and duplicate original copy of the Articles of Incorporation of the above named proposed corporation which have been properly executed.

Please endorse your approval of the Articles Incorporation on the duplicate copy, certify and return to me.

I also enclose Registered Agent designation for filing.

A check is enclosed in the amount of \$122.50 to cover the \$35 filing fee, \$52.50 for certified copy of the Articles and \$35 for registered Agent designation.

If you should have any question regarding the above, please contact me at the phone number listed above.

3211

FBE/jap

Sincerely,

F. B. Estergren, P.A.

96 APR -5 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 4/11/96

ARTICLES OF INCORPORATION
OF
SPENCER'S HAIR DESIGNS, INC.

FILED
96 APR -5 PM 11:11

ARTICLE I - NAME:

The name of this corporation is: SPENCER'S HAIR DESIGNS, INC., hereinafter referred to as the "Corporation")

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of engaging in the Hair Salon business, and for the purpose of transacting any or all other lawful business not inconsistent with the Laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE-VI - INITIAL REGISTERED OFFICE AND AGENT:

The principal office and street address of the Corporation is: 125 Robinwood Dr., N.W., Ft. Walton Beach, FL 32548 and the mailing address is: 125 Robinwood Dr., N.W., Ft. Walton Beach, FL 32548.

The name of the registered agent of the corporation is:

THOMAS L. O'DONNELL, and the street office address of such

registered agent and registered office of the Corporation is:
125 Robinwood Dr., N.W., Ft. Walton Beach, FL 32548.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of the Corporation are:

THOMAS L. O'DONNELL, 125 Robinwood Dr., NW, Ft. Walton Beach, FL 32548.
CHRISTINE O'DONNELL, 125 Robinwood Dr., NW, Ft. Walton Beach, FL 32548.
SPENCER T. O'DONNELL, 125 Robinwood Dr., NW, Ft. Walton Beach, FL 32548.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is:
THOMAS L. O'DONNELL, 125 Robinwood Dr., NW, Ft. Walton Beach, FL 32548.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954 as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 4 day of April, 1996.


THOMAS L. O'DONNELL

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

96 APR -5 PM 12:11

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

SPENCER'S HAIR DESIGNS, INC.

2. The name and address of the registered agent and office is:

THOMAS L. O'DONNELL

(NAME)

125 Robinwood Dr., NW,

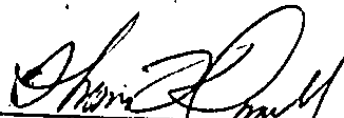
(P.O. BOX NOT ACCEPTABLE)

Ft. Walton Beach, FL 32548

(CITY/STATE/ZIP)

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.

SIGNATURE



Thomas L. O'Donnell

DATE

4 April 1996