

CAPITAL CONNECTION, INC.

417 L. 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 \$ _____

REQUEST TAKEN CONFIRMED APPROVED
DATE 4/26
TIME 9:30
BY [Signature] CK No. _____

WALK-IN
Will Pick Up _____

RE:

TJS v. S. Corporation

96 APR 26 PM 12:37

SECRETARY OF STATE DISBURSED
TALLAHASSEE, FLORIDA

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () 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
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☐ 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, 15% per Annum.

THANK YOU
from
Your Capital Connection

FILED

96 APR 26 PM 12:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

T.J.S. & S. CORPORATION

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The general character or nature of the business to be transacted by this Corporation is:

- a. To operate hair styling salons and other retail businesses.
- b. To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the Corporation, buildings, or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands and any buildings or other structures at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

c. To engage in the retail, wholesale, and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

d. To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

e. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

f. To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

g. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

h. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including a purchase of its own shares.

i. To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

j. To engage in any and all lawful business, trades, occupations and professions.

k. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts abovenamed.

l. Any other lawful business.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation.

ARTICLE V - INITIAL CAPITALIZATION

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The street address of the office of the Corporation is:

402 Driftwood Drive E, Palm Harbor, Florida 34683

ARTICLE VII - ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is:

Richard D. Green, 1010 Drew Street, Clearwater, Florida 34615

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of two (2) Directors. The number of Directors may be, as provided for by the By-Laws as adopted by the Shareholders, increased or decreased, with two (2) Directors being sufficient to constitute the Board. The name and address of the initial Directors of this corporation are:

Thomas Sczesnik, 402 Driftwood Drive E, Palm Harbor, Florida 34683
Sylvia Sczesnik, 402 Driftwood Drive E, Palm Harbor, Florida 34683

ARTICLE IX - INCORPORATOR

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

Thomas Sczesnik, 402 Driftwood Drive E, Palm Harbor, Florida 34683

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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 outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his 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 notice from the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of April, 1996.

Thomas J. Szesnik
THOMAS SZESNIK

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared THOMAS SZESNIK, known to me or having produced the following identification _____ to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

Dated this 25th day of April, 1996.

My Commission Expires:

Iris E. Calloway
NOTARY PUBLIC

(print, type or stamp commissioned name of Notary Public)



IRIS E. CALLOWAY
COMMISSION # CG 483721
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA

DEPARTMENT OF REVENUE

FILED

96 APR 26 PM 12:37

Certificate Designating Place of Business or ^{SECRETARY OF STATE}
for the Service of Process Within This State ^{TALLAHASSEE, FLORIDA}
Naming Agent Upon Whom Process may be Served

The following is submitted in compliance with Chapter 48.091, Florida Statutes:


T.J.S. & S. CORPORATION , a Corporation organized (or organizing) under the laws of the State of Florida with its principal office at 402 Driftwood Drive E, Palm Harbor, Florida 34683, County of Pinellas, State of Florida, has named Richard D. Green, Esq. 1010 Drew Street, Clearwater, Florida, 34615, County of Pinellas, State of Florida, as its agent to accept service of process within this state.


THOMAS SZCZESNIK

ACCEPTANCE

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

Filing Fee: \$35.00


Richard D. Green
Registered Agent

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Thomasville, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
() Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S -		
Fictitious Name Filing		

Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing

Corporate Kit
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 Filing
UCC 11 Search
UCC 11 Retrieval
Filing 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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1996

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: LAKENIK CORPORATION
Ref. Number: P96000023864

We have received your document for LAKENIK CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 196A00021259

Corrected

ARTICLES OF MERGER OF
FAMOUS HAIR, INC.
FAMOUS FAMILY HAIRCUTTERS, INC. and
LAKENIK CORPORATION

WITH AND INTO T.J.S. & S. CORPORATION

THE UNDERSIGNED domestic corporations do hereby execute the following Articles of Merger pursuant to Florida Statutes §607.1105 for the purpose of merging FAMOUS HAIR, INC., FAMOUS FAMILY HAIRCUTTERS, INC., and LAKENIK CORPORATION, with and into T.J.S. & S. CORPORATION.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>NAME OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>
FAMOUS HAIR, INC.	FLORIDA
FAMOUS FAMILY HAIRCUTTERS, INC.	FLORIDA
LAKENIK CORPORATION	FLORIDA
T.J.S. & S. CORPORATION	FLORIDA

2. The name which the Surviving Corporation is to have after the merger will be: T.J.S. & S. CORPORATION.

3. This merger is permitted under the laws of the State of Florida. All merging corporations have complied with applicable provisions of the Florida Statutes.

4. The Agreement and Plan of Merger of FAMOUS HAIR, INC., FAMOUS FAMILY HAIRCUTTERS, INC., LAKENIK CORPORATION, with and into T.J.S. & S. CORPORATION (the Agreement and Plan of Merger) is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

5. The Board of Directors of T.J.S. & S. CORPORATION, the Surviving Corporation in the merger, approved and adopted the Agreement and Plan of Merger by written consent on April 30, 1996, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of FAMOUS HAIR, INC., FAMOUS FAMILY HAIRCUTTERS, INC., and LAKENIK CORPORATION approved and adopted the Agreement and Plan of Merger by written consent on April 30, 1996 and directed that such document be submitted to a vote of their shareholders. The shareholders of T.J.S. & S. CORPORATION, FAMOUS HAIR, INC., FAMOUS FAMILY HAIRCUTTERS, INC. and LAKENIK CORPORATION respectively duly approved and adopted the Agreement and Plan of Merger by written consent on April 30, 1996, in the manner prescribed by law.

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the Agreement and Plan of Merger were as follows:

<u>CORPORATION</u>	<u>NO. SHARES OUTSTANDING</u>	<u>NO. SHARES ENTITLED VOTE</u>
FAMOUS HAIR, INC.	200	200
FAMOUS FAMILY HAIRCUTTERS, INC.	200	200
LAKENIK CORPORATION	200	200
T.J.S. & S. CORPORATION	200	200

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5 MAY -2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. The number of shares voted for and against the approval and adoption of the Agreement and Plan of Merger were as follows:

CORPORATION	NO. SHARES FOR MERGER	NO. SHARES AGAINST MERGER
FAMOUS HAIR, INC.	200	
FAMOUS FAMILY HAIR- CUTTERS, INC.	200	
LAKENIK CORPORATION	200	
T.J.S. & S. CORPORATION	200	

8. The Articles of Incorporation of T.J.S. & S. CORPORATION will not be amended in conjunction with the merger.

9. These Articles of Merger, and the Agreement and Plan of Merger incorporated herein by reference, shall be effective on the date these Articles of Merger are filed with the Secretary of State of the State of Florida pursuant to Florida Statute §607.1105 and the merger therein contemplated shall be deemed to be completed and consummated at said time.

IN WITNESS WHEREOF, these Articles of Merger have been signed by the President and Secretary of FAMOUS HAIR, INC., FAMOUS FAMILY HAIR-CUTTERS, INC., LAKENIK CORPORATION, AND T.J.S. & S. CORPORATION each thereunto duly authorized, as of the 30th day of April, 1996.

Attest:

Thomas J. Szczesnik
THOMAS J. SZCZESNIK, Secretary

FAMOUS HAIR, INC.

By Sylvia Szczesnik
SYLVIA SZCZESNIK, President

Attest:

Thomas J. Szczesnik
THOMAS J. SZCZESNIK, Secretary

FAMOUS FAMILY HAIRCUTTERS, INC.

By Sylvia Szczesnik
SYLVIA SZCZESNIK, President

Attest:

Thomas J. Szczesnik
THOMAS J. SZCZESNIK, Secretary

LAKENIK CORPORATION

By Sylvia Szczesnik
SYLVIA SZCZESNIK, President

Attest:

Thomas J. Szczesnik
THOMAS J. SZCZESNIK, Secretary

T.J.S. & S. CORPORATION

By Sylvia Szczesnik
SYLVIA SZCZESNIK, President

AGREEMENT AND PLAN OF MERGER
OF
FAMOUS HAIR, INC.
FAMOUS FAMILY HAIRCUTTERS, INC. and
LAKENIK CORPORATION

WITH AND INTO
T.J.S. & S. CORPORATION

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of APRIL 30, 1996, by and between FAMOUS HAIR, INC., FAMOUS FAMILY HAIRCUTTERS, INC., and LAKENIK CORPORATION (hereinafter sometimes referred to as "Merging Corporations"), and T.J.S. & S. CORPORATION, each a corporation organized and existing under the laws of the State of Florida (T.J.S. & S. CORPORATION being hereinafter sometimes referred to as the "Surviving Corporation"), said four corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations;"

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that FAMOUS HAIR, INC., FAMOUS FAMILY HAIRCUTTERS, INC., and LAKENIK CORPORATION, be merged with and into T.J.S. & S. CORPORATION, with T.J.S. & S. CORPORATION being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 Merging Corporations shall be merged with and into Surviving Corporation in accordance with the laws of the State of Florida. The separate corporate existence of each Merging Corporation shall thereby cease, and T.J.S. & S. CORPORATION shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be T.J.S. & S. CORPORATION.

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporations shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporations, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporations, and all debts due on whatever account to it, including all choses in action and all and every

other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporations.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporations. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective on the date of filing of the Articles of Merger with the Florida Department of State pursuant to Florida Statute §607.1105. The time and date of such effectiveness is referred to in this agreement as the "Effective Time."

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or any of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III

CHARTER AND BYLAWS; DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of T.J.S. & S. CORPORATION as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of T.J.S. & S. CORPORATION as in effect immediately prior to the Effective Time shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Directors and officers of T.J.S. & S. CORPORATION immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Surviving Corporation presently has issued an outstanding two hundred (200) shares of \$1 par value common stock which shares are the only outstanding shares of the Surviving Corporation.

4.2 FAMOUS HAIR, INC. presently has issued and outstanding two hundred (200) shares of \$1 par value common stock which shares are the only outstanding shares of the Merger Corporation.

4.3 FAMOUS FAMILY HAIRCUTTERS, INC. presently has issued and outstanding two hundred (200) shares of \$1 par value common stock which shares are the only outstanding shares of the Merger Corporation.

4.4 LAKENIK CORPORATION presently has issued and outstanding two hundred (200) shares of \$1 par value common stock which shares are the only outstanding shares of the Merger Corporation.

4.5 At the Effective Time, each issued and outstanding share of each of the Merging Corporations shall be converted into one (1) share of common stock of the Surviving Corporation, and each outstanding and issued share of stock of Surviving Corporation shall remain in full force and effect. After the Effective Time, each holder of an outstanding certificate or certificates theretofore representing shares of any Merging Corporation common stock may, but shall not be required to, surrender the same to the Surviving Corporation for cancellation or

transfer, and each such holder or transferee will be entitled to receive certificates representing one (1) share of T.J.S. & S. CORPORATION common stock for every one (1) share of Merging Corporation common stock previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Time represented Merging Corporation common stock shall be deemed and treated for all corporate purposes to represent the ownership of one (1) share of Surviving Corporation common stock. No other cash, shares, securities or obligations will be distributed or issued upon conversion of Merging Corporation common stock to Surviving Corporation common stock.

ARTICLE V

MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of any of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporations. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of any of the Constituent Corporations or its Directors, officers or share holders in respect of this Agreement and Plan.

5.2 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

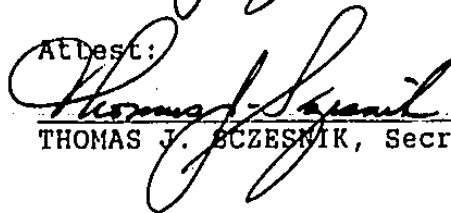
Attest:


THOMAS J. SCZESNIK, Secretary

FAMOUS HAIR, INC.

By 
SYLVIA SCZESNIK, President

Attest:


THOMAS J. SCZESNIK, Secretary

FAMOUS FAMILY HAIRCUTTERS, INC.

By 
SYLVIA SCZESNIK, President

Attest:

Thomas J. Szczesnik
THOMAS J. SZCZESNIK, Secretary

Attest:

Thomas J. Szczesnik
THOMAS J. SZCZESNIK, Secretary

LAKENIK CORPORATION

By Sylvia Szczesnik
SYLVIA SZCZESNIK, President

T.J.S. & S. CORPORATION

By Sylvia Szczesnik
SYLVIA SZCZESNIK, President

P96000036331



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FAMOUS HAIR, INC., a Florida corporation, document number P93000033911

FAMOUS FAMILY HAIRCUTTERS, INC., a Florida corporation, document number P93000013527

LAKENIK CORPORATION, a Florida corporation, document number P96000023864,

INTO

T.J.S. & S. CORPORATION, a Florida corporation, P96000036331.

File date: May 2, 1996

Corporate Specialist: Karen Gibson