

**SUSAN M. KELLER, P.A.**  
**ATTORNEY AT LAW**

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Longwood, FL 32760

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Fax (407) 260-1014

P960000052152

June 11, 1996

JUN 11 1996  
TALLAHASSEE, FLORIDA  
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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: AMERICAN SALON, INCORPORATED

Dear Sir:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served. A telephone check with your office on June 4, 1996 indicated that the corporate name **AMERICAN SALON, INCORPORATED** is not in use at this time.

A check is also enclosed in the amount of \$131.25 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, \$8.75 for a Certificate of Status and \$35.00 for designation of resident agent.

Best regards,

*Susan M. Keller*  
Susan M. Keller

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUN 18 AM 10:59

FILED

Enclosures

96-1896  
KSC

**ARTICLES OF INCORPORATION  
OF  
AMERICAN SALON, INCORPORATED**

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96 JUN 18 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be AMERICAN SALON, INCORPORATED.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act including without limitation, providing cosmetology consultations and services and wholesale and retail sales of beauty supplies.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10000 shares of common stock having \$1.00 par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial Registered Agent is:  
Robert Dean Murray, 2137 Sycamore Drive, Orlando, Florida 32803.

The street address of the initial registered office and of the  
principle office of this corporation shall be 2137 Sycamore Drive,  
Orlando, Florida 32803.

**ARTICLE VI - INITIAL OFFICERS**

The names and street addresses of the initial officers of the  
corporation, who shall hold office for the first year in existence  
of this corporation or until their successors are elected or  
appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Offices</u>
Robert Dean Murray	2137 Sycamore Drive Orlando, Florida 32803	PRESIDENT, VICE-PRESIDENT, and SECRETARY/TREASURER

**ARTICLE VII - INITIAL DIRECTORS**

This corporation shall consist of one (1) 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 (1). The  
names and street addresses of the initial director of the  
corporation, who shall hold office for the first year in existence  
of this corporation or until his successors are elected or  
appointed and have qualified, is:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Robert Dean Murray	2137 Sycamore Drive Orlando, Florida 32803	DIRECTOR

**ARTICLE VIII - INCORPORATOR**

The following is the name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
SUSAN M. KELLER	1334 NORTH MARCY DRIVE LONGWOOD, FLORIDA 32750

#### **ARTICLE IX - BYLAWS**

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

#### **ARTICLE X - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

#### **ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have herunto set my hand and seal this  
11th day of June, 1996.

Susan M. Keller (BEAL)  
Susan M. Keller, Incorporator

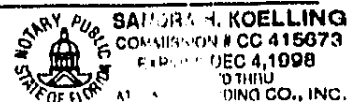
STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public  
duly authorized to take acknowledgements in the State and County  
aforesaid, personally appeared Susan M. Keller, who is to me known  
to be the person described as the incorporator in and who  
produced a valid Florida Driver's License as identification and who  
executed the foregoing Articles of Incorporation, and acknowledged  
before me that said person subscribed to those Articles of  
Incorporation.

WITNESS by my hand and official seal in the County and State  
last aforesaid this 11th day of June, 1996.

(Notarial Seal)

Sandra H. Koelling  
Notary Public, State of Florida  
Commission No.:  
My Commission Expires:  
Print name: \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE, 96  
NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED

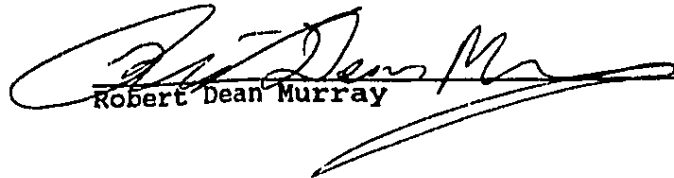
FILED  
JUN 18 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PURSUANT to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

That, AMERICAN SALON, INCORPORATED, desiring to organize under  
the laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation in the City of Orlando,  
County of Orange, State of Florida, has named its Registered Agent,  
Robert Dean Murray, 2137 Sycamore Drive, Orlando, County of  
Orange, State of Florida, to accept service of process within this  
State.

ACKNOWLEDGEMENT

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.

  
Robert Dean Murray