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TALLAHASSEE, FLORIDA

July 5, 1996

Florida Department of State  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

100001886771  
-07/09/96---01007--019  
\*\*\*122.50 \*\*\*122.50

Gentlemen,

Please find Articles of Incorporated for A Collage of Beauty, Inc and my check in the amount of \$122.50 for various fees.

Sincerely,

Vicki L. Dixon  
1844 Harbor Place  
Naples, Fl 34104

D. BROWN JUL 11 1996

ARTICLES OF INCORPORATION  
FOR  
A Collage of Beauty Inc.

18-03-2007  
10:11:07  
10:11:07

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the Corporation is A Collage of Beauty Inc.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said corporation shall be and is as follows:

- A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and political body.
- B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.
- C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories,

or in any foreign country.

D. To borrow or raise moneys for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse and execute promissory notes, drafts, bonds, debentures and other negotiable and nonnegotiable instruments and evidence of indebtedness, and to of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in a test of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligations for its corporation purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein, set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects and purposes of the corporation will not be deemed to exclude by inference any powers, objects or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation Laws of the State of Florida, or implied by the reasonable construction of the said laws (Chapter 608 of the Florida Statutes).

#### **ARTICLE IV - STOCK**

The aggregate number of shares which the Corporation has authority to issue is 100, all of which will be common shares with the par value of One Dollar (\$1.00) per share.

#### **ARTICLE V - MINIMUM CAPITAL**

The Corporation will begin business with One Hundred Dollars (\$100.00) as minimum capital contributed by the Incorporators.

#### ARTICLE VI - DIRECTORS

There will be two members of the Initial Board of Directors of the Corporation. The names and address of the persons who are to serve as Directors until the first election thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lois E. Shields	1712 54th Street Sw Naples, Fl 34116
Vicki L. Dixon	1844 Harbor Place Naples, Fl 34104

#### ARTICLE VII - INCORPORATORS

The name and residence address of the Incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Vicki L. Dixon	1844 Harbor Place Naples, Fl 34104
Lois E. Shields	54th Street SW Naples, Fl 34116

#### ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this Corporation with another corporation will be required the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the Corporation to approve such mergers or consolidation, regardless of limitation or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such purposes.

#### ARTICLE IX - BYLAW

The By-Laws of the Corporation are to be made, altered and rescinded by the approval by the Directors of the Corporation holding at least fifty-one percent (51%) of the outstanding stock, together with the approval by the Shareholders of the Corporation holding at least fifty-one (51%) of the outstanding stock.

#### ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors of the Corporation, with such Directors holding at least fifty-one (51%) of the outstanding stock in the Corporation, together with the approval by the Shareholders of the Corporation holding at least fifty-one percent (51%) of the outstanding stock.

#### ARTICLE XI - SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation will be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of this Corporation will not dispose of the stock of

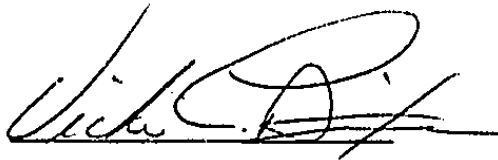
the Corporation which he or she may hereafter acquire without first making it available for purchase by the Corporation and then to the remaining shareholders of the Corporation should the Corporation elect not to purchase any or all of such stock. The manner in which this option may be elected will be prescribed by the By-Laws of this Corporation.

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

The street address of the initial registered office of the Corporation is: 1844 Harbor Place, Naples, Fl 34104.

The name of the initial registered agent of the Corporation at that address is: Vicki L. Dixon

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this \_ 5th day of July, 1996.

A handwritten signature in cursive script, appearing to read "Vicki L. Dixon", written over a horizontal line.

Vicki L. Dixon

A handwritten signature in cursive script, appearing to read "Lois E. Shields", written over a horizontal line.

Lois E. Shields

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Vicki L. Dixon, to me known to be the person described as the Incorporator in and who executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 5th day of July, 1996.

  
NOTARY PUBLIC

My commission expires:

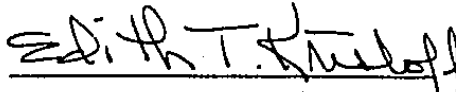


EDITH T. KRISTOFF  
My Commission CC402561  
Expires Oct. 08, 1998  
Bonded by NFNU  
800-224-6368

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and County name above to take acknowledgements, personally appeared Lois E. Shields, to me known to be the person described as the Incorporator in and who executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 5th day of July, 1996.

  
NOTARY PUBLIC

My commission expires:



EDITH T. KRISTOFF  
My Commission CC402561  
Expires Oct. 08, 1998  
Bonded by NFNU  
800-224-6368

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.80, Florida Statutes, the following is submitted:

FIRST; that A Collage of Beauty, Inc desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 1844 Harbor Place, Naples, Fl., has named Vicki L. Dixon, of Naples, Florida as its agent to accept service of process within Florida.

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



Resident Agent

Dated: 7/5/96