

P96000059699

M. D. PURCELL, JR.
ATTORNEY AT LAW

June 27, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
JUL 11/96
FIDELITY & SECURITY
TALLAHASSEE, FLORIDA

RE: Brookmeyer, Inc. filing

Office Use Only

Dear Sir/Madam:

Enclosed is a check in the amount of \$122.50 for the filing fee. Please return to my office a certified copy of the Articles of Incorporation of Brookmeyer, Inc. Thank you for your time and attention to this matter.

Very truly yours,

M. D. Purcell, Jr.
M. D. Purcell, Jr.

MDP/mjh

*DMC
7/1/96*

685,671

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL -1 PH 3:25

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 2, 1996

M. D. PURCELL, JR.
ATTORNEY AT LAW
606 EAST MADISON STREET SUITE 2001
TAMPA, FL 33602

SUBJECT: BROOKMEYER, INC.
Ref. Number: W96000013915

We have received your document for BROOKMEYER, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 696A00032543

CERTIFICATE AND ARTICLES OF INCORPORATION
OF
BROOKMEYER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, having the age of eighteen (18) years or more, has associated for the purpose of forming a corporation under the laws of the State of Florida and does hereby adopt the following Certificate and Articles of Incorporation.

1. **Name.** The name of this corporation is Brookmeyer, Inc.
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time, and specifically but not limited thereof, the purpose of: Cosmetology services.

This corporation shall have the broad general powers set forth by regulation and statute in this state.

3. **Duration.** The duration of this corporation shall be for inperpetuity.
4. **Statutory Agent.** The corporation appoints Lisa Denean Spellmeyer who is a bona fide resident of Florida. This appointment may be revoked at any time in accordance with the rules of the State of Florida.
5. **Registered Place of Business.** The initial registered place of business shall be:

Street Address: 5537 Sheldon Rd., Suite S, Tampa, Florida 33615.

Mailing Address: 5537 Sheldon Rd., Suite S, Tampa, Florida 33615.

Copies of all corporate records shall be kept at the registered place of business.

The registered address and the principal address are the same.

6. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In case of any increase in the number of directors, the additional directors shall be elected by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of two persons, who shall serve until their successors are qualified according to the bylaws, and whose names and addresses are:

Lisa Denean Spellmeyer, 10376 Rosemount Dr., Tampa, Florida 33624.

Scott David Spellmeyer, 10376 Rosemount Dr., Tampa, Florida 33624.

7. **Amendment of Bylaws.** Both the shareholders and the board of directors shall have the power to amend the bylaws as provided in the bylaws.

8. **Incorporators.** The name and address of the undersigned incorporator is:

Lisa Denean Spellmeyer, 10376 Rosemount Dr., Tampa, Florida 33624.

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

9. **Commencing Business.** The minimum amount of capital with which the corporation shall commence business is zero (\$0.00) dollars.

10. **Capital Stock.** The authorized capital stock of the corporation shall be as follows:

The number of Class "A" shares of common voting stock shall be five-thousand (5,000) shares with a par value of one dollar (\$1.00) per share.

The shareholders of the corporation at any duly constituted meeting may, by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, places such restrictions upon the transfer or encumbrance of the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restriction on the transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such a determination, such restrictions shall be rescinded or modified, only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be recorded on all certificates of stock in every shareholder, his heirs, assigns and personal representatives.

11. **Preemptive Rights.** Any preemptive rights that are to be granted to the stockholders are as follows:

All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriate notice contained in this paragraph.

Other preemptive rights adopted by this corporation are as follows: None.

No other preemptive rights will be amended into the Certificate and Articles of Incorporation without 2/3 vote of the stockholders.

12. **Other Provisions.** There are no other provisions.

13. **Additional Articles.** The corporation adopts the following additional articles, as required by the laws of this state:

None.

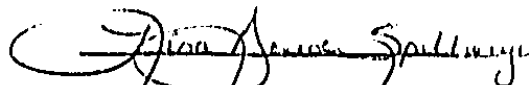
14. **Statutory/ Registered Agent Verification.** Having been designated to act as Statutory/

Registered Agent, I hereby consent to act in that capacity until removed or until my resignation is submitted in accordance with the laws of this state.

The Statutory/ Registered Agent can be reached at the following address:

Lisa Denean Spellmeyer, 10376 Rosemount Dr., Tampa, Florida 33624.

Dated: June 27, 1996


Signature of Statutory/ Registered Agent

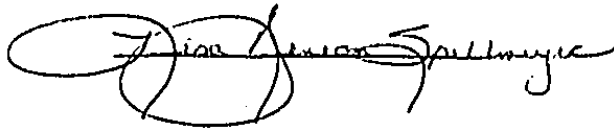
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95 JUL -1 PM 3:25
TALLAHASSEE, FL 32301
SECRETARY OF STATE

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they become effective as of this date: July 1, 1996.

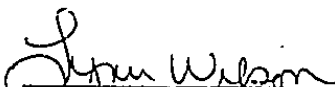
Printed Name

Signature

Lisa Denean Spellmeyer



THE AFORESIGNED, Lisa Denean Spellmeyer, having shown FL DL 5145-524 ⁶²⁻⁶⁰⁴⁻⁰ as proof of identification, has SWORN TO AND SUBSCRIBED before me, this 27th day of June, 1996.


NOTARY PUBLIC
STATE OF FLORIDA
LYNN WILSON

My Commission Expires:



LYNN WILSON
My Commission GC416370
Expires Dec. 06, 1998
Bonded by ANB
800-852-5878