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AMENDMENTS	
<input type="checkbox"/>	Amendment
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**ARTICLES OF INCORPORATION
OF
SALLY ANN, INC.**

STATE
CLERK
98 OCT 25 11:00 27

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Incorporators have associated themselves together, and do hereby certify that they have associated themselves for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida and especially under and by virtue of Chapter 607 under the following Charter:

ARTICLE I: The name of the corporation shall be: **SALLY ANN, INC.**

ARTICLE II: The general nature of the business to be conducted by this corporation shall be to such extent as a corporation organized under the corporation laws of this State may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or relating to the accomplishment of any of the purposes, attainment of any one or more of the objects herein enumerated or designated directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise under the corporation laws of this State or under any act amendatory thereof, supplemental thereto or substituted therefore.

ARTICLES III: The general powers of this corporation shall include all powers enumerated under Section 607.011 of the laws of the State of Florida and are to include, but are not to be limited to:

1. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
2. To sell, convey, mortgage, pledge, create a security interest, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
3. To lend money to and use its credit to assist its officers and employees in accordance with Section 607.141 of the laws of this State.
4. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, sue, employ, sell, mortgage, lend, pledge or otherwise use and deal in and with shares or other interest in, or obligations of, other domestic or foreign corporation, associations, partnerships or individuals or direct or indirect obligations of the United States or of any municipality or of any instrumentality thereof.
5. To make contracts and guarantees and incur liability, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge all or any of its property, franchise and income.
6. To lend money for its corporation purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so

loaned or invested.

7. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without the State.

8. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

9. To make and alter By-Laws, not inconsistent with these Articles or with the laws of this State, for the administration and regulation of the affairs of the corporation.

10. To make donations for the public welfare or for charitable, scientific or educational purposes.

11. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

12. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for nay or all of its directors, officers, and employees of its subsidiaries.

13. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

14. To conduct its business or any part or parts thereof in the United States, or nay of them in the territories and the District of Columbia and in any and all dependencies, colonies, or possessions of the United States, and in foreign countries or jurisdictions without restriction to place and to have one or more offices or agencies and keep such books of the company outside of the state as are not required by law to be kept within this state.

15. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate or any amendments thereto, or necessary or incidental to the protection or benefit of this corporation and in general to carry on any of the objects of this corporation, whether or not such business is similar to the nature of the objects set forth in the same extent as a natural person might or could do.

16. None of the objects and powers specified hereinabove and clauses and paragraphs contained in this Article shall in any way be limited to, restricted by, referenced to or be interfered with by the terms of any other articles in this Certificate, but the objects and powers specified in each of the paragraphs and clauses in this Article shall be regarded as independent objects and powers. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers not be held to restrict or limit in any manner the powers of this corporation as may be provided by law or otherwise.

ARTICLES IV: This corporation is authorized to issue **100,000** shares at **One Cent (\$.01)**, par value common stock which shall be designated, "**Common Shares**".

ARTICLES V: The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLES VI: The street address, mailing address, registered office and principal office of this corporation is 541 S. Orlando Avenue, Suite 201, Maitland, Florida 32751 and the name of the registered agent/incorporator at that address is Sally A. Scala.

ARTICLES VII: The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the Bylaws of the corporation. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary for such directors to be Stockholders of the corporation.

ARTICLES VIII: The names and addresses of the first Board of Directors of this Corporation who shall hold office until their successors have been elected and qualified shall be:

Sally A. Scala	541 S. Orlando Avenue, Suite 201 Maitland, Florida 32751
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ARTICLES IX: The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the Stockholders. New offices may be created, and appointments may be made therefore, any office that may become vacant may be filled by the Board at any regular meeting or any special meeting called for that purpose. The duties of the offices of the corporation shall be prescribed by the Bylaws. The officers who shall serve during the first year of existence in the corporation or until their successors are elected and have qualified, are as follows:

	<u>OFFICERS</u>	<u>ADDRESS</u>
PRESIDENT:	Sally A. Scala	541 S. Orlando Avenue, Suite 201 Maitland, Florida 32751
VICE PRESIDENT:		
ASSISTANT VICE PRESIDENT:		
SECRETARY:		
ASSISTANT SECRETARY:		
TREASURER:		
ASSISTANT TREASURER:		

ARTICLES X: The names and addresses of the subscribers to the capital stock of the corporation and the number of shares they agree to take are:

NAMES	ADDRESSES	SHARES
Sally A. Scala	541 S. Orlando Avenue Maitland, Fl. 32751	51,000

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation at the price for which they are to be purchased by the other persons.

ARTICLE XI: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his 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.

ARTICLES XII: In furtherance, and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the powers, if the Bylaws so provide, to hold meetings, both of stockholders and directors, either within or without the State, as designated by the Board of Directors.

2. Meetings of the directors or the stockholders may be held upon such notice thereof as may be set forth in the Bylaws, subject to any statutory restrictions relative thereto, but any requirements as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided or permitted by the Statutes of the State of Florida and the Bylaws.

3. The number of directors of this corporation shall be fixed from time to time by the Bylaws, and may be increased or decreased as shall be provided by the Certificate or any amendment thereto. Any vacancy in the Board, caused by an increase in the number of directors or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote or a majority thereof, and the person so chosen to fill such vacancy shall hold office until the next meeting of the stockholders and until successors shall have been elected and shall have qualified.

4. The corporation, in its Bylaws, may confer upon the directors, powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer of the corporation, other than the president, to be a director, or for any officer to be a stockholder.

6. The annual meeting of the stockholders shall be on such day as may be fixed by the Bylaws and the date of such meeting may be changed from time to time

as the Bylaws may provide; and the manner of calling meetings of the stockholders and directors shall be fixed by the Bylaws.

7. These Articles may be amended in the manner provided by law. Every amendment shall be approved by the Board, proposed to the stockholders and approved by a majority of the stockholders, unless all the directors and stockholders sign a written statement manifesting their intention that a certain amendment to these Articles may be made.

ARTICLES XIII: Each director and officer, in consideration of this service, shall be indemnified, whether then in office or not, for the reasonable costs incurred by him in connection with the defense of, or for advice concerning any claim asserted or brought against him by reason of his being or having been an officer or director of the corporation, whether or not wholly owned by reason of any act or omission to act as such director or officer provided that he shall not have been derelict in the performance of this duty as to the matters in respect of which claim is asserted or brought. The foregoing right of indemnification shall not be exclusive of any other right to which any director or officer may be entitled to as a matter of law.

ARTICLES XIV: No contract or other transaction between the corporation or any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, officer, individually or jointly, may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation or any other person, firm, association or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber to the capital stock and registered agent of **Sally Ann, Inc.**, as herein set forth, am familiar with and accept the duties and responsibilities as registered agent for said corporation and do hereby make and file this Certificate, hereby declaring that the facts herein stated are true and do hereby agree to take the number of shares of stock hereinbefore set forth and accordingly have hereunto set hand and seals this 23rd day of October, 1996, in the County of Orange, and the State of Florida.

Sally A. Scale
Subscriber of Stock

Sally A. Scale
Registered Agent

Sally A. Scale
Subscriber of Stock

Sally A. Scale
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized under the laws of the State of Florida to administer oaths and take acknowledgements, Sally A. Scala, to me well known, and known to me to be the person(s) who subscribed to me and signed the above foregoing Articles of Incorporation and by me first duly sworn, acknowledge that he/they made and subscribed the above and foregoing Articles for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of October, 1996.


Notary

My Commission Expires:



HOWARD A. SPIEGEL
My Commission CC456595
Expires Apr. 30, 1999
Bonded by HAI
800-422-1066