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November 4, 1996

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FILED
NOV-6 PM 1:23
TALLAHASSEE, FLORIDA

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

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****122.50 ****122.50

SUBJECT: HAIR BY MELANIE, INC.

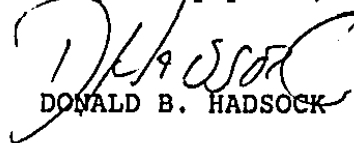
Gentlepersons:

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$122.50.

FROM: DONALD B. HADSOCK
1806 Manatee Avenue West
Bradenton, Florida 34205
(941) 747-9212

Your assistance in this matter is most appreciated.

Very truly yours,


DONALD B. HADSOCK

DBH/jbg
cc: Melanie S. Williams

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**ARTICLES OF INCORPORATION
OF
HAIR BY MELANIE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is HAIR BY MELANIE, INC.

ARTICLE II. PRINCIPAL OFFICE

The initial street address and principal place of business of the corporation is 1008 14th Street West, Bradenton, Florida 34209.

ARTICLE III. COMMENCEMENT AND DURATION

This corporation's existence shall commence upon the filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The purposes for which this corporation is organized are the following:

A. To engage in and transact any activity or business permitted under the laws of the United States and of this state. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them which are not forbidden by the Florida Corporation laws or other law.

C. To engage in the ownership, management and/or operation of a beauty shop or shops.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common stock. There shall be no other class of stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) 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 share 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.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be

increased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of the person who shall serve as director until the first Annual Meeting of the Shareholders or until her successors shall have been elected and qualified is:

MELANIE S. WILLIAMS
1008 44th Street West
Bradenton, Florida 34209

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The initial street address in Florida of this corporation's initial registered office is:

1008 44th Street West
Bradenton, Florida 34209

The name of the initial registered agent at that address is:

MELANIE S. WILLIAMS.

ARTICLE X. INCORPORATOR

The name and address of the initial incorporator of this corporation is:

MELANIE S. WILLIAMS
1008 44th Street West
Bradenton, Florida 34209

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a seventy-five (75%) vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 4 day of November, 1996.


MELANIE S. WILLIAMS, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
HAIR BY MELANIE, INC.
2. The name and address of the registered agent and office
is:

MELANIE S. WILLIAMS
1008 44th Street West
Bradenton, Florida 34209

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Melanie Williams

DATE

11/4/95

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TALLAHASSEE, FLORIDA