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NOV-15-1996 14:2 EMPIRE CORPORATE KIT P.02/09

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: FRIENDS SALON, INC.
AUDIT NUMBER......H96000016167
DOC TYPE.........FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES....... 8
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TALLAHASSEE, FLORIDA

11/15/96

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 15, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: FRIENDS SALON, INC.
REF: W96000024248

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Dana Calloway
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H96000016167

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FRIENDS SALON, INC.

Prepared by: Manuel M. Arvesu, Esq. (Fl. Bar #0525294)
100 S.E. 2nd Street, Suite 3700
Miami, Florida 33131
Telephone No.: (305) 379-8300

H96000016167

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ARTICLES OF INCORPORATION

OF

FRIENDS SALON, INC.

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Friends Salon, Inc..

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE IV

PURPOSES

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock each having no par value.

Prepared by: Manuel M. Arvesu, Esq. (Fl. Bar #0525294)
100 S.E. 2nd Street, Suite 3700
Miami, Florida 33131
Telephone No.: (305) 379-8300

H96000016167

H96000016167

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporations's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporations's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporations's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation in the State of Florida is 100 S.E. 2nd Street, Suite 3700, Miami, Florida 33131.

The name of the initial registered agent at such address is MANUEL M. ARVESU, ESQ.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member.

The initial Director and his addresses is:

NAME	ADDRESS
Manuel M. Arvesu, President/Secretary	100 S.E. 2nd Street, Suite 3700 Miami, FL 33131

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator is:

NAME	ADDRESS
Manuel M. Arvesu	100 S.E. 2nd Street, Suite 2700 Miami, Florida 33131

H96000016167

ARTICLE X
MAILING ADDRESS

The initial mailing address of the Corporation shall be:

100 S.E. 2nd Street
Suite 3700
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of November, 1996.

MANUEL M. ARVESU
Incorporator

H96000016167

CERTIFICATE OF DESIGNATION H96000016167

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

   FRIENDS SALON, INC.

2. The name and address of the Registered Agent and Office is:

   Manuel M. Arvesu, Esq.
   100 S.E. 2nd Street, Suite 3700
   Miami, Florida 33131

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MANUEL M. ARVESU

Date November 14, 1996

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.

MANUEL M. ARVESU

Date November 14, 1996

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6/25/97 FLORIDA DIVISION OF CORPORATIONS 9:03 AM

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FRIENDS SALON, INC.
AUDIT NUMBER......H97000010439
DOC TYPE..........BASIC AMENDMENT
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DIVISION OF CORPORATIONS

Officer/Director
Resign.
6/25/97

JUN-25-1997 09:14 EMPIRE CORPORATE KIT P.01/02

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H97000010439

FLORIDA DEPARTMENT OF STATE
SANDRA B. MORTHAM, SECRETARY OF STATE

OFFICE/DIRECTOR RESIGNATION

I, Manuel M. Arvesu, hereby resign as President, Secretary and Director or any and all positions and/or affiliations of Friends Salon, Inc., a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

MANUEL M. ARVESU

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TALLAHASSEE, FLORIDA

Prepared by: Manuel M. Arvesu, Esq. (Fl. Bar #0525294)
100 S.E. 2nd Street, Suite 3700
Miami, Florida 33131
Telephone No.: (305) 379-8300

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