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KEITH J. KANOUSE PA

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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

CONTACT: MARILYN SCHAPPERT

PHONE: (561)392-0001

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NAME: SALLY CORPORATION

AUDIT NUMBER.....H97000006453

DOC TYPE.....BASIC AMENDMENT

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**THIRD AMENDMENT
TO
ARTICLES OF INCORPORATION OF
SALLY CORPORATION**

1. The name of the corporation is Sally Corporation (the "Corporation") and was incorporated on November 13, 1996 under document number P96000094013. The Articles of Incorporation were amended January 8, 1997 and further amended March 3, 1997.

2. Article V of the Articles of Incorporation is further amended to read:

The Corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock.

3. The foregoing amendment was unanimously adopted by the Directors and Shareholders pursuant to the written consent of the Corporation as of April 13, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Third Amendment to the Articles of Incorporation on April 21, 1997.

 Pres.
Robert Rubino, Sr., President

Prepared By:
Keith J. Kanouse, Esquire
Keith J. Kanouse, P.A.
2424 N. Federal Highway, Suite 353
Boca Raton, FL 33431
(561) 392-0001
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STATE OF FLORIDA

COUNTY OF PALM BEACH

This instrument was acknowledged before me this 21st day of April 1997, by Robert Rubino, Sr., as President of Sally Corporation, a Florida corporation, on behalf of the corporation. He personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:

sign

[Signature]

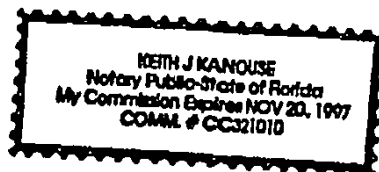
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Keith J. Kanouse

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