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THE TALARICO COMPANY

November 5, 1996

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

FILED
96 NOV 15 AM 11:00
TALLAHASSEE, FLORIDA

Subject: Karline's Beauty Spa of the Palm Beaches, Inc.

Enclosed please find three original Articles of Incorporation for Karline's Beauty Spa of the Palm Beaches, Inc. In addition, a check in the amount of \$122.50 has been included for the filing fee.

Please address all questions and respond to the undersigned:

Carla Bernabei Talarico
The Talarico Company
11321 S.W. 61 Street
Miami, Florida 33173
Phone: (305) 595-9720
Fax: (305) 595-6948

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Sincerely,

Carla Bernabei Talarico, CPA
President

F. CHESTER NOV 20 1996

THE TALARICO COMPANY

PHONE: 595-9720

11321 S.W. 61ST STREET
MIAMI, FLORIDA 33173

FAX: 595-6948

**ARTICLES OF INCORPORATION
OF
KARLINE'S BEAUTY SPA OF THE PALM BEACHES, INC.**

The undersigned incorporator, for the purposes of forming a corporation under Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is **KARLINE'S BEAUTY SPA OF THE PALM BEACHES, INC.**

ARTICLE II.

The duration of the corporation is perpetual.

ARTICLE III.

The propose for which the corporation is organized is to engage in the business of providing beauty services, hair styling and nail services.

ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue shall be one thousand (1,000) of common stock at a par value of \$1.00 each.

ARTICLE V.

The address of the corporation's principal office and the corporation's registered office is 5516 Canyon Way, Unit A, West Palm Beach, Florida 33415. The name of the corporation's initial registered agent, at such address is Karline ~~Mack~~ *Ricketts*.

ARTICLE VI.

The number of directors constituting the initial board of directors is one (4) and the name and address of the persons who is to serve as the initial directors is:

Karline Ricketts

5516 Canyon Way, Unit A
West Palm Beach, Florida 33415

Jerome Mack

5516 Canyon Way, Unit A
West Palm Beach, Florida 33415

FILED
96 NOV 15 AM 11:01
TALLAHASSEE, FLORIDA

Byron S. Rainer

915 N.W. 1st Avenue, #1813H
Miami, Florida 33136

Danielle Manolakos

1700 Embassy Drive, Suite 106
West Palm Beach, FL 33401

ARTICLE VII.

The name and address of the incorporator is :

Karline Ricketts


5516 Canyon Way, Unit A
West Palm Beach, Florida 33415

IN WITNESS THEREOF, I have executed these Articles of Incorporation on the
12th day of November 1996.


Karline Ricketts

ACCEPTANCE BY REGISTERED AGENT

I am hereby familiar with and accept the duties and the responsibilities as
registered agent for said corporation.


Karline Ricketts

STATE OF FLORIDA)

SS.

COUNTY OF WEST PALM BEACH)

BEFORE ME, the undersigned authority, this day, personally appeared **Karline Ricketts**, who, upon being duly sworn by me, deposes and says that he executed the above and foregoing Articles of Incorporation this day for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this _____ day of November 1996.

Notary Public - State of Florida