

T96000095030

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Barnes, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
11-12-97

412

~~WALK-IN~~

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>11/19</u>		
TIME			CK No. _____
BY			

WALK-IN Will Pick Up 8:30 11/19

11/21

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

88882997518-2
 -11/19/96-01026-010
 ****122.50 ****122.50

98 NOV 19 PM 3:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
 96 NOV 19 AM 8:2
 DIVISION OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: BAMES, INC.
Ref. Number: W96000024437

We have received your document for BAMES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 296A00052550

corrected
Thanks!

RECEIVED
96 NOV 20 AM 10:29
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: PHYTO BELLE, INC.
Ref. Number: W96000024437

We have received your document for PHYTO BELLE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please accept our apology for failing to mention this in our previous letter.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 296A00052794

RECEIVED
96 NOV 20 PM 2:36
DIVISION OF CORPORATIONS

Corrected
Thanks!

EFFECTIVE DATE

11-12-96

**ARTICLES OF INCORPORATION
OF
PHYTO BELLE, INC.**

**FILED
96 NOV 19 PM 3: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, who is a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be PHYTO BELLE, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of developing and running a retail hair salon in Pinellas County, and to transact any and all other lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - DURATION

This corporation shall exist in perpetuity commencing with the valid filing of these Articles.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of one cent (\$.01) per share.

ARTICLE V - ADDRESS - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be: 3205 Phlox Dr., Palm Harbor, FL. 34684 and the name of the initial registered agent of the corporation at that address is James E. Soulliere.

ARTICLE VI - SPECIAL PROVISION

It is the intent of the incorporator that this corporation qualify under Section 1244 of the Internal Revenue Code and the corporation intends to operate as a Sub Chapter "S" Corporation under the Laws of the United States of America.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any authorized and unissued stock of this corporation, shall have the right to purchase his pro rata share at the price at which it is offered to others. Any shareholder wishing to sell his stock must offer it to all other shareholders in PHYTO BELLE, INC. before selling to a non-shareholder. Likewise, upon the death of any original shareholder, the remaining shareholders shall have the right to purchase decedent's shares at the duly appraised fair market value.

ARTICLE VIII - INCORPORATORS/SUBSCRIBERS

The names and street addresses of the incorporator/
subscriber to these Articles of Incorporation is:

James E. Soulliere 3205 Phlox Drive
Palm Harbor, Florida 34684

ARTICLE IX - DIRECTORS

This corporation shall initially have two directors. The affairs of the corporation will be managed by the Director(s) so designated as provided by the Bylaws of this corporation. The number of directors may be increased from time to time as provided for in the Bylaws,

but shall never be more than five (5). The names and addresses of the initial directors of this corporation are:

James E. Soulliere 3205 Phlox Drive
Palm Harbor, Florida 34684

Ben L. Kato 1505 14th Street
Tampa, Florida

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any Amendment to them. Any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - DATE OF INCORPORATION

The date of incorporation for the corporation listed above shall be the date of subscription of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of November, 1996.



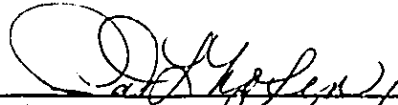
JAMES E. SOULLIERE, SUBSCRIBER

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared **JAMES E. SOULLIERE**, to me known to be the person described in or who has produced as identification DR. JIMMIE KAZOUZ and who executed the foregoing Articles of Incorporation, consisting of XII Articles on 4 (4) pages, and he acknowledged before me that the facts alleged therein are true and correct to the best of his knowledge and belief.

WITNESS my hand and official seal in the County and State last aforesaid this 12TH day of NOVEMBER 1996.



Printed Name: PAT L. NOLEN
NOTARY PUBLIC State of Florida at Large
Commission No. _____

My Commission Expires:



PAT L. NOLEN
MY COMMISSION # CC473143 EXPIRES
JUNE 25, 1999
BONDED THRU TROY FAIR INSURANCE, INC

**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT
OF
PHYTO BELLE, INC.**

FILED
96 NOV 19 PM 3: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

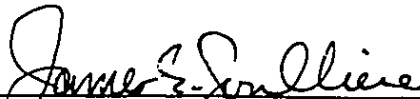
Pursuant to chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PHYTO ^{BELLE, INC.} desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1090 Michigan Avenue, Palm Harbor, Florida 34683, has designated registered agent **JAMES E. SOULLIERE** of 3205 Phlox, Palm Harbor, Florida 34683 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

DATED: November 12, 1996


**JAMES E. SOULLIERE, REGISTERED AGENT
FOR PHYTO BELLE, INC.**