

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

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 \$ _____

PA6000 102312

RE: MANE Attraction of
Clearwater, Inc.

	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 type="checkbox"/> Foreign Corp. File		
<input checked="" 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	***122.50	***122.50
<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.		

200002033532-7
 -12/19/96--01030-011

96 DEC 19 AM 11:37
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SUBTOTALS _____

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

RECEIVED
 96 DEC 19 AM 10:00
 DIVISION OF CORPORATIONS

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 12/19/96 _____
 TIME 9:30 _____ CK No. _____
 BY CTD _____

Handwritten signature and date
 12/19

WALK-IN Will Pick Up _____

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

ARTICLES OF INCORPORATION
OF
MANE ATTRACTION OF CLEARWATER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME:

The name of this corporation shall be MANE ATTRACTION
CLEARWATER, INC.

ARTICLE II. - DURATION:

This corporation shall have perpetual existence.

ARTICLE III. - PURPOSE:

This corporation is organized for the purpose of transacting any
and all lawful businesses of the United States and State of
Florida.

ARTICLE IV. - CAPITAL STOCK:

This corporation is authorized to issue One Thousand (1000) shares
of preferred stock having a par value of One Dollar (\$1.00) per
share, having unlimited voting rights and being entitled to receive
net assets of the corporation upon distribution or dissolution and
is authorized to issue One Thousand (1000) shares of common stock
having a par value of One Dollar (\$1.00) per share, having no
voting rights and being entitled to receive the net assets of the
corporation upon distribution or dissolution.

ARTICLE V. - INDEMNIFICATION:

The Corporation shall indemnify any officer or any director, to the
full extent permitted by law.

ARTICLE VI. - BYLAWS:

The initial Bylaws shall be adopted by the Board of Directors. The
power to alter, amend or repeal the Bylaws, or adopt new Bylaws, is
vested in the Board of Directors, subject to repeal or change by

action of the shareholders.

ARTICLE VII. - INFORMAL SHAREHOLDER ACTION:

The holders of not less than a majority of the issued and outstanding shares of the voting stock, of the corporation, may act by written agreement, without a meeting, as provided in Florida Statutes section 607.0702 and the Bylaws.

ARTICLE VIII. - PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. This right is waived by any holder of said stock who does not exercise said right and pay for the stock available for purchase, pursuant to such preemptive rights, within seven (7) days of the shareholders receipt of a written notice, from this corporation, stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise their preemptive rights.

ARTICLES IX. - AFFILIATED TRANSACTION RULES:

The Affiliated Transaction Rules contained in Section 607.0901, Florida Statutes shall not apply to this Corporation.

ARTICLE X. - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is 5000 62 Avenue South, St. Petersburg, Florida 33715. The name of the initial registered agent of this corporation is Deanna D. Dunbar.

ARTICLE XI. - BOARD OF DIRECTORS:

The corporation shall have one director initially. The Directors of the Corporation shall be elected by a majority of the shares entitled to vote. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

MARY P. LOCKLEAR
3899 ULMERTON ROAD.
SUITE C
CLEARWATER, FLORIDA 34620

ARTICLE XII. - INCORPORATORS:

The name and address of the Incorporator signing these articles is:

MARY P. LOCKLEAR
3899 ULMERTON ROAD
SUITE C
CLEARWATER, FLORIDA 34620

ARTICLE XIII. - AMENDMENT:

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XIV. - MAILING ADDRESS:

The mailing address of the corporation shall be:

3899 ULMERTON
SUITE C
CLEARWATER, FLORIDA 34620

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this the _____th day of DECEMBER, 1996.


MARY P. LOCKLEAR

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MARY P. LOCKLEAR, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 13th day of DECEMBER, 1996.

Kay E. Griffith

Notary Public
My Commission Expires:



KAY E. GRIFFITH
My Commission CC421708
Expires Nov. 20, 1998
Bonded by AFB
800-852-8878

ACCEPTANCE OF REGISTERED AGENT

I, DEANNA D. DUNBAR, appointed pursuant to Article X of the Articles of Incorporation of MANE ATTRACTION OF CLEARWATER, INC., do hereby accept that appointment as Registered Agent for said corporation.

Deanna D. Dunbar
DEANNA D. DUNBAR

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TALLAHASSEE, FLORIDA