

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 \$ _____

~~WALSH 2/21/00~~

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAP _____

WALK-IN Will Pick Up 1220 1100

JPE
12/23

996000103020 No 53274

RE: Salon Acquisition Enterprises Inc

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Govt. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	180002034711-7 -12/20/96-01029-001	
Annual Report/Reinstatement	*****70.00 *****70.00	
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

96 DEC 23 PM 3:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

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

RECEIVED
 96 DEC 20 AM 10:47
 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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1996

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

SUBJECT: SALON ACQUISITIONS ENTERPRISES, INC.
Ref. Number: W96000026760

Corrected

We have received your document for SALON ACQUISITIONS ENTERPRISES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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: 196A00056827

RECEIVED
96 DEC 23 AM 10:58
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
Salon Acquisitions Enterprises, Inc.

FILED
96 DEC 23 PM 3: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is **Salon Acquisitions Enterprises, Inc**

ARTICLE II: DURATION

The Corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any or all lawful business for which the corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the Corporations authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The Corporation, and the party hereto, shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and Regulations issued thereunder.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the Corporation's place of business and initial registered office is 1000 112th Circle N, Suite 1400 and the name of its initial registered agent at such address is John Paolillo. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of one Director whose name and post office address is as follows:

**John Paolillo
109 Homeport Drive
Palm Harbor Florida 34698**

who shall hold office until the first annual meeting of the shareholders, and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

ARTICLE VIII: INCORPORATOR

The name and post office address of the person signing these Articles of Incorporation as an Incorporator is as follows John Paolillo 109 Homeport Drive Palm Harbor Florida

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator herein named, has hereunto set his hand and seal this 18 day of Dec 1996, for the purpose of forming this corporation under the laws of the State of Florida, and he makes, subscribes, acknowledges and files in the Office of the Secretary of the State of Florida, these Articles of Incorporation and certifies that the facts herein are true.




John Paolillo

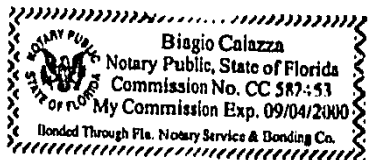
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that before me personally appeared **Grace Paolillo**, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 14 day of Dec., 1996 at Dunedin
_____, Florida.
(Seal)



Notary Public
My commission number is _____
My commission expires: _____



FILED
96 DEC 23 PM 3: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


RESIDENT AGENT CERTIFICATE

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Salon Acquisition Enterprises, Inc. desiring to organize under the laws of the State of Florida with its principal office located at **1000 112nd Circle N, St Petersburg Florida 33716-2306** has named **John Paolillo** as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled 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.



John Paolillo