POPULE DUBOFF, P.A. KENNETH R. DUBOFF, P.A.

10920 BISCAYNE BOULEVARD MIAMI, FLORIDA 33161

TEL. (305) 899-0085 FAX (305) 899-0091

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

January 13, 1997

Re: CUTS & SCRATCHES, INC.

400002061654--2 -01/17/97--01042--017 ****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Resident Agent for the above-captioned new corporation.

We would appreciate your filing the Articles with your Department and forwarding a certified copy of the Articles of Incorporation together with the Corporate Charter to the undersigned.

Also, enclosed please find our law office check in the amount of \$122.50, payable to the Secretary of State, representing payment for Capital Stock Tax, Filing Fee, Certified Copy of the Articles of Incorporation and Registered Agent Filing Fee.

Thank you for your anticipated prompt attention to this matter.

Very truly yours,

KENNETH R. DUBOFF

KRD/DRK

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ARTICLES OF INCORPORATION OF

SECRETARY OF STATE DIVISION OF CORPORATIONS

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CUTS & SCRATCHES, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be:

CUTS & SCRATCHES, INC.

The address of the initial principal office of this corporation shall be:

6645 N.W. 181 Lane, Miami, Florida 33015

and the mailing address of the corporation shall be the same.

ARTICLE II DURATION OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE III GENERAL PURPOSE

This corporation may engage or transact in any or all 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 IV CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE V INITIAL REGISTERED OFFICE & RESIDENT AGENT

The street address of the initial registered office of the corporation is 10920 Biscayne Boulevard, Miami, Florida 33161 and the name of the initial registered agent at that address is Kenneth R. Duboff.

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ARTICLE VI INITIAL DIRECTORS

This corporation shall have 3 directors initially. The names and street addresses of the initial directors who shall hold office for the first year of the corporation, or until a successor is elected or appointed are:

Ismary Cruz 6645 N.W. 181 Lane Miami, Florida 33015

Hector O. Cruz 6645 N.W. 181 Lane Miami, Florida 33015

Rodney Dickey 6645 N.W. 181 Lane Miami, Florida 33015

ARTICLE VII INITIAL OFFICERS

The names and street addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until a successor is elected are:

Ismary Cruz - President 6645 N.W. 181/Lane

Miami, Florida 33015

Hector O. Cruz - Vice-President

6645 N.W. 181 Lane Miami, Florida 33015

Rodney Dickey - Secretary/Treasurer 6645 N.W. 181 Lane

Miami, Florida 33015

ARTICLE VIII INCORPORATION OF CORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

Kenneth R. Duboff 10920 Biscayne Boulevard Miami, Florida 33161

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation has executed these Articles of Incorporation this 13th day of January , 1997.



Kenneth R. Duboff, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance of Registered Agent for the above corporation on this <u>13th</u> day of <u>January</u> 1997.

Kenneth R. Duboff, Registered Agent