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James A. Dozier
5518 Genoa Lane
Orlando, Florida 32807
(407) 657-4349

February 3, 1997

VIA FEDERAL EXPRESS

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

Re: Articles of Corporation - The Barber Shop Inc., of Central Florida

Dear Sir/Madam:

Enclosed please find one original and one copy of Articles of Corporation and Certificate of Registered Agent for The Barber Shop Inc., of Central Florida and my check in the amount of \$122.50 to cover costs of filing and providing the undersigned with a certified copy of the Articles of Corporation as filed. Please return the certified copy to me via Federal Express, in the enclosed post-paid, pre-addressed letter package.

Please do not hesitate to contact the undersigned directly at 407-657-4349 if you have questions or comments regarding this matter.

Sincerely,



James A. Dozier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
The Barber Shop Inc., of Central Florida**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of The Barber Shop, Inc. of Central Florida, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

The Barber Shop, Inc. of Central Florida

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

108 South Semoran Blvd.
Winter Park, Florida 32792

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

James A. Dozier
5518 Genoa Lane
Orlando, Florida 32807

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the directors are:

Name
James D. Moriarty

Address
2296 Barbados Drive
Winter Park, Florida 32792

Carol E. Moriarty

2296 Barbados Drive
Winter Park, Florida 32792

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

Name
James A. Dozier

Address
5518 Genoa Lane
Orlando, Florida 32807
(407) 657-4349

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of January 1997.


INCORPORATOR

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the follow
is submitted:

That The Barber Shop, Inc. of Central Florida, desiring to organize under
the laws of the State of Florida with its initial principal office, as indicated in
the Articles of Incorporation, 108 South Semoran Blvd., City of Winter Park,
County of Orange, Florida 32792, has named James A. Dozier, 5518 Genoa
Lane, Orlando, Florida 32807, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for
the corporation named above, at the place designated in this certificate, I
hereby accept the appointment as registered agent and agree to act in that
capacity. I further agree to comply with the provisions of all statutes relating
to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.

DATED: January 24, 1997



James A. Dozier,
Registered Agent