

P070000/3355

**BELSON & LEWIS**

ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

THE COURTYARD, SUITE 150

5301 NORTH FEDERAL HIGHWAY

BOCA RATON, FLORIDA 33487

97 FEB 10 PM 12:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STEVEN A. BELSON, P.A.

LL.M. TAXATION

RONALD LEWIS, P.A.

ALSO ADMITTED NEW YORK

AND CONNECTICUT BARS

LISA ANNE HAIDERMOTA, Esq.

ALSO ADMITTED GEORGIA BAR

TELEPHONE (561) 750-7600

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February 5, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-02/10/97--01042--014

\*\*\*\*122.50 \*\*\*\*122.50

Re: Corporate Formation of Kelly International Beauty, Inc.

To Whom It May Concern:

Please find the enclosed the following documents for the formation of the above referenced corporation:

1. Articles of Incorporation;
2. Certificate Designating Place of Business or Domicile for Service of Process Within the State of Florida Naming Agent Upon Whom Process May Be Served; and
3. A check for filing fees made payable to Secretary of State in the amount of \$122.50.

If you have any questions, please do not hesitate to contact the undersigned. Thank you for your assistance.

Very truly yours,

**BELSON & LEWIS**

*Jim Haidermota*

Steven A. Belson, Esq.

enclosures

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*CAH*  
*2/11/97*

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KELLY INTERNATIONAL BEAUTY, INC.**

**ARTICLE I - NAME**

The name of this Corporation shall be KELLY INTERNATIONAL BEAUTY, INC., a Florida corporation ("Corporation").

**ARTICLE II - DURATION**

This Corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE III - PURPOSE AND POWERS**

Except as restricted by these Articles of Incorporation, this Corporation is organized for each and every legal and lawful purpose for which a Corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this Corporation shall have and may exercise all powers and rights which a Corporation may exercise under Florida law or under the laws of the United States of America.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) Shares of One Dollar (\$1.00) Par Value Common Stock, which shall be designated "COMMON SHARES."

**ARTICLE V - PRINCIPAL OFFICE**

The principal office of this Corporation is 20023 Palm Island Drive, Boca Raton, Florida 33498.

This document prepared by:  
Steven A. Belson, P.A.  
Belson & Lewis  
The Courtyard, Suite 150  
5301 North Federal Highway  
Boca Raton, Florida 33487  
(561) 750-7600  
Florida Bar No.: 0509868

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent and office for this Corporation are:

Steven A. Belson, Esquire  
The Courtyard, Suite 150  
5301 North Federal Highway  
Boca Raton, Florida 33487

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

Steven A. Belson, Esquire  
The Courtyard, Suite 150  
5301 North Federal Highway  
Boca Raton, Florida 33487

#### **ARTICLE VIII - SUB-CHAPTER S ELECTION**

It is the intention of this Corporation to be treated as an Electing Small Business Corporation (Sub-Chapter S corporation), and to accomplish same, will comply with the provisions of Section 1372 of the Internal Revenue Code, as amended, and the Regulations issued thereunder.

#### **ARTICLE IX - BOARD OF DIRECTORS**

This Corporation shall have an initial Board of Directors consisting of three (3) Directors. The number of Directors may be changed from time to time by the Bylaws of the Corporation, provided that the Board of Directors shall at all times have no less than two (2) Directors and no more than three (3) Directors.

#### **ARTICLE X - BYLAWS**

The Bylaws of this Corporation may be adopted, amended, altered or repealed by the Board of Directors.

#### **ARTICLE XI - INDEMNIFICATION**


This Corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

#### **ARTICLE XII - AMENDMENT**

This Corporation reserves the right to amend, alter or repeal any provision contained in

these Articles of Incorporation by majority vote of the Shareholders of the Corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5<sup>th</sup> day of February, 1997.

  
Steven A. Belson, Esquire,  
Incorporator


STATE OF FLORIDA           )  
  ) SS  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements in the state and county aforesaid, personally appeared STEVEN A. BELSON who is personally known to me or has produced \_\_\_\_\_ as identification and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 5<sup>th</sup> day of February, 1997.



LISA ANNE HAIDERMOTA  
My Commission CC559395  
Expires Jun. 04, 2000

  
Print Name: Lisa Anne Haidermota  
Comm. Exp.: \_\_\_\_\_  
Comm. No.: \_\_\_\_\_

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS TALLAHASSEE, FLORIDA  
WITHIN THE STATE OF FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted as required under Section 48.091, Florida Statutes:

That KELLY INTERNATIONAL BEAUTY, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 20023 Palm Island Drive, Boca Raton, Florida 33498 has named STEVEN A. BELSON, ESQUIRE, The Courtyard, Suite 150, 5301 North Federal Highway, Boca Raton, Florida 33487 as the Corporation's registered agent to accept service of process within the State of Florida.

That, having been named to accept service of process for the Corporation named above at the place designated in this certificate, I hereby agree to act in such capacity and to comply with all provisions contained in the Florida Statutes concerning the proper and complete performance of my duties as registered agent.

DATED: 2/5/97

  
STEVEN A. BELSON, ESQUIRE  
Registered Agent