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LAW OFFICES OF
FRANK G. FINKBEINER
ATTORNEY AND COUNSELOR AT LAW

105 EAST ROBINSON STREET, SUITE 301
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-0012
FAX (407) 839-5951

FRANK G. FINKBEINER

OF COUNSEL
DWAINE CARR

February 3, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: **BLADEZ, INC.**

300002078603--1
-02/05/97--01065--005
****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above-referenced Florida corporation, an original Designation and Acceptance of Designation of Registered Agent, together with a check in the amount of \$122.50 representing the following fees:

Filing Fee..... \$ 35.00
Certified Copy..... 52.50
Registered Agent Fee..... 35.00
TOTAL ENCLOSED.....\$122.50

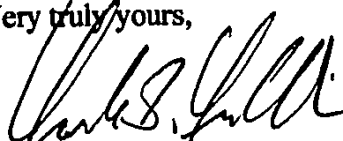
EFFECTIVE DATE

2-12-97

FILED
97 FEB 14 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Would you please forward a certified copy of the filed Articles of Incorporation to me at the letterhead address. Thank you for your cooperation in this matter.

Very truly yours,


FRANK G. FINKBEINER

FEB 6

B5B

502

W97-3014

FGF:sn
encls.

FEB 17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

FRANK G. FINKBEINER, ESQ.
105 EAST ROBINSON STREET
SUITE 301
ORLANDO, FL 32801

SUBJECT: BLADEZ, INC.
Ref. Number: W97000003014

We have received your document for **BLADEZ, INC.** and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 297A00006387

LAW OFFICES OF
FRANK G. FINKBEINER
ATTORNEY AND COUNSELOR AT LAW

105 EAST ROBINSON STREET, SUITE 301
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-0012
FAX (407) 839-5951

FRANK G. FINKBEINER

OF COUNSEL
DWAINE CARR

February 12, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

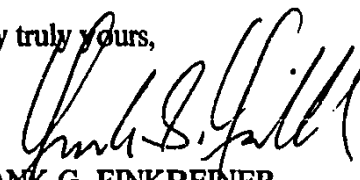
RE: **BLADES HAIR SALON, INC.**
Your reference #w97000003014
(Formerly submitted as Bladez, Inc.)

Gentlemen:

Pursuant to your advice under date of February 6, 1997, we have have spoken with your office and changed the name to distinguish same from what is filed with your office. Therefore, enclosed please find an original and one fully executed copy of the Articles of Incorporation for Blades Hair Salon, Inc., an original Designation and Acceptance of Designation of Registered Agent

Would you please forward a certified copy of the filed Articles of Incorporation to me at the letterhead address. Thank you for your cooperation in this matter.

Very truly yours,



FRANK G. FINKBEINER

FGF:sn
encs.

ARTICLES OF INCORPORATION
OF
BLADES HAIR SALON, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is **BLADES HAIR SALON, INC.**

EFFECTIVE DATE
2-12-97

ARTICLE II: DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV: CAPITAL STOCK

Initial Issue. One Thousand (1000) shares of stock of the corporation shall be issued for cash or notes at a value of \$1.00 per share.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the principal office of this corporation is 2513 Edgewater Drive, Orlando, FL 32804 and the name of the registered agent of this corporation is Frank G. Finkbeiner, Atty., 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1). The name and address of the Directors of this corporation until the first annual meeting of the Shareholders or until their successor(s) be elected and qualified are as follows:

JOHN E. SOPER
2513 Edgewater Drive
Orlando, FL 32804

DARREN D. HUTCHINSON
2513 Edgewater Drive
Orlando, FL 32804

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JOHN E. SOPER
2513 Edgewater Drive
Orlando, FL 32804

ARTICLE IX: PREEMPTIVE RIGHTS

The Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

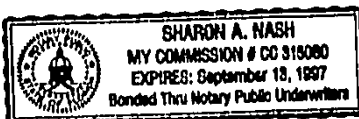
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of February, 1997.

JOHN E. SOPER, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of February, 1997, by JOHN E. SOPER, Incorporator of BLADES HAIR SALON, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced _____ as identification.

Notary Public-State of Florida
My commission expires:

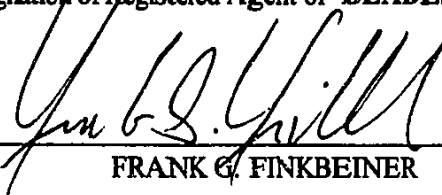


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ACCEPTANCE OF DESIGNATION 97 FEB 14 AM 8:31
OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

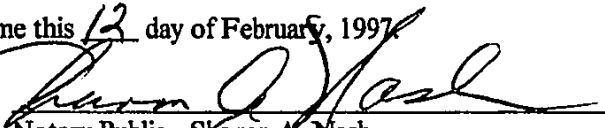
I HEREBY CERTIFY that I accept the designation of Registered Agent of **BLADES HAIR
SALON, INC.**


FRANK G. FINKBEINER

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared FRANK G. FINKBEINER, well known to me to be the person described herein and who certified before me that he accepts the designation of Registered Agent of this Corporation.

SWORN TO and subscribed before me this 12 day of February, 1997


Notary Public - Sharon A. Nash
My Commission Expires:



FILED

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**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRANK G. FINKBEINER, ATTY. is hereby designated as Registered Agent for **BLADES HAIR SALON, INC.**, a corporation formed and existing under the laws of the State of Florida.

The designated registered office of Frank G. Finkbeiner, Atty. is 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

DATED this 12th day of February, 1997.

BLADES HAIR SALON, INC.

BY:

JOHN E. SOPER, Director

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared the undersigned, JOHN E. SOPER, who upon being first duly sworn, deposes and says that he is the Director of **BLADES HAIR SALON, INC.**, and that he has read the above and that the same is true and correct to the best of his knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 12th day of February, 1997.

Notary Public -

My Commission Expires:

