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5/06/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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EFFECTIVE DATE

5/7/97

((H9700007435 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: BALBOA INTERNATIONAL CORPORATION

AUDIT NUMBER.....H9700007435

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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97 MAY -6 PM 4:14
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FBI MIAMI, FLORIDA

BM7 5/16/97

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EFFECTIVE DATE
5/7/97

ARTICLES OF INCORPORATION

FILED
MAY -6 PM 4:14
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

I.

The name of this corporation is:

BALBOA INTERNATIONAL CORPORATION

II.

This corporation is authorized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

III.

This corporation is authorized to issue 1,000 share of 1.00 par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

IV.

Except by otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

V.

This corporation shall commence its existence on the 7TH day of MAY, 1997 and shall exist perpetually thereafter unless

sooner dissolved according to law.

Prepared by: Diaz & Associates Inc.
780 NW 42nd Ave # 621
Miami, FL 33126
(305) 642-3166

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ARTICLES OF INCORPORATION

VI.

Every shareholder, upon the sale for cash of any new stocks of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

VII.

The street address of the initial office of this corporation is 650 NW 19TH ST., APT 105, FT. LAUDERDALE, FL and the name of the initial registered agent is ELIAS MONTEZA whose address is 650 NW 19TH ST., APT 105, FT. LAUDERDALE, FL 33311.

VIII.

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The names and addresses of the initial directors of this corporation are:

SERGIO UMBERTO ARIANI
CALLE 49 33 BELLAVISTA
PANAMA, PANAMA

JUAN BAUTISTA FONDEVILA
EL DORADO
CALLE 71½ #11L
PANAMA, PANAMA

ELIAS MONTEZA
650 NW 19 ST., APT 105
FT. LAUDERDALE, FL 33311

WILLIAM ANTONIO FONDEVILA
EL DORADO, CALLE 71½ #11L
PANAMA, PANAMA

IX.

The names and addresses of the persons signing these Articles of Incorporation are:

ELIAS MONTEZA
650 NW 19 ST., APT. 105
FT. LAUDERDALE, FL 33311

ARTICLES OF INCORPORATION

X.

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

XI.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors of officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of his corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

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XII.

The private of the stockholders shall not be subject to the payment or the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have execute these Articles of Incorporation this 5TH day of MAY, 1997.

Elias Montez
SUBSCRIBER

SUBSCRIBER

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, A Notary Public authorized to take acknowledgements in the State of Florida, County of Dade, personally appeared, ELIAS MONTEZA known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Dade, this 5 day of May, 1997.

LAZARO R. DIAZ
Notary Public, State of Florida
My Comm. Expires JULY 30, 1998
No. CC 377427
Bonded thru Official Notary Service

Lazaro R. Diaz
NOTARY PUBLIC, State of Florida

My commission expires:

H97000007455

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is
submitted, in compliance with said Act:

First - That BALBOA INTERNATIONAL CORPORATION desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation at the City
of FT. LAUDERDALE County of BROWARD, State of Florida has
named ELIAS MONTEZA, 650 NW 19 ST., APT 105, City of
FT. LAUDERDALE, County of BROWARD State of Florida, as its agent
to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state
corporation, at place designated in this certificate. I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By Elias Montez A.
Signature Registered Agent

FILED
97 MAY -6 PM 4:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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997000040333



Gunning, Culp,
Angus & Passmore
Accounting & Tax Professionals

April 28, 1997

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-05.03.97-011.99-002.5
***122.50 ***122.50

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

To whom it may concern:

Enclosed herewith please find a check in the amount of \$122.50, representing fees for filing a profit corporation, to wit:

SHEAR PERFECTION SALON, INC.

Please send the completed documents of incorporation to:

Robert W. Angus, Registered Agent
GUNNING, CULP, ANGUS & PASSMORE
1362 Havendale Boulevard
Winter Haven, FL 33881

MAY 6

FILED
97 MAY -2 PM 4:15
TALLAHASSEE, FLORIDA

Sincerely,

Robert W. Angus
GUNNING, CULP, ANGUS & PASSMORE

ARTICLES OF INCORPORATION
OF
SHEAR PERFECTION SALON, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of this corporation is SHEAR PERFECTION SALON, INC.

ARTICLE II – PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to beautician services.

ARTICLE III – CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value common stock.

ARTICLE IV – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V – OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director of this corporation is: Judy I. Rauch, 2310 Isle Royale Court S.E., Winter Haven, FL 33880.

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ARTICLE VI – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII – INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is Robert W. Angus, 1362 Havendale Boulevard, Winter Haven, FL 33881.

ARTICLE VIII – INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX – CORPORATE ADDRESS

The initial address in the State of the principal office of the corporation shall be:
2310 Isle Royale Court S.E., Winter Haven, FL 33880.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X – AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI – SUB-CHAPTER S CORPORATION

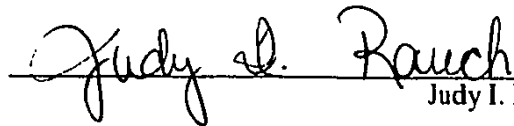
This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII – INCORPORATOR

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

Judy I. Rauch, 2310 Isle Royale Court S.E., Winter Haven, FL 33880.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 28th day of April, 1997.



Judy I. Rauch

STATE OF FLORIDA)

COUNTY OF POLK)

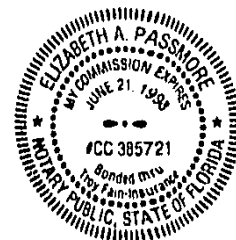
BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County
aforesaid, personally appeared Judy I. Rauch, known by me to be the person who executed the
foregoing Articles of Incorporation, and she acknowledged before me that she executed same for the
purposes there expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State
and County aforesaid this 28th day of April, 1997.


Notary Public, State of
Florida at Large

My Commission Expires:

June 21, 1998



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating office/registered agent, in the State of Florida.

1. The name of the corporation is SHEAR PERFECTION SALON, INC.
2. The name and address of the registered agent and office is ROBERT W. ANGUS, 1362 HAVENDALE BOULEVARD, WINTER HAVEN, FLORIDA 33881.

Signature Judy D. Rauh

Title: Secretary

Date: April 28, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature Robert W. Angus

Date: April 28, 1997
TALLAHASSEE, FLORIDA
STATE
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