

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys At Law

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

TRANSMITTAL LETTER

JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

200002202518--5
-06/05/97--01029--002
****122.50 ****122.50

SUBJECT: Selective, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified
Copy

☐ \$131.25
Filing Fee,
Certified
Copy &
Certificate

ADDITIONAL COPY REQUIRED

FROM: John P. Frazer, Frazer Hubbard Brandt & Trask
Name (Printed or Typed)

595 Main Street
Address

Dunedin, FL 34698
City, State & zip

813 733-0494
Daytime Telephone Number

FILED
JUN 19 AM 8:24
STATE OF FLORIDA
TALLAHASSEE

W97-13368

NOTE: Please provide the original and one copy of the articles

49. JUN 19 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 6, 1997

JOHN P. FRAZER, ESQ.
595 MAIN STREET
DUNEDIN, FL 34698

SUBJECT: SELECTIVE, INC.
Ref. Number: W97000013368

We have received your document for SELECTIVE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 097A00030775

REC'D BY
JUN 11 1997

JUN 11

DAB



Attorneys At Law

June 16, 1997

JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

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

RE: Selective, Inc.
Ref Number W97000013368
Letter Number 097A00030775

Dear Ms. Lunt:

Enclosed are two copies of Articles of Incorporation for A **Miracle, Inc.** which are to replace the Articles previously submitted for Selective, Inc. (see attached letter). Since that name was unavailable, we have chosen a new name for this entity. Prior to submitting these Articles, we did check with your office to determine the availability of this new name.

Please forward a certified copy of the Articles of Incorporation to my attention when completed.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Yours truly,



John P. Frazer
cm

Enclosures

FILED

**ARTICLES OF INCORPORATION
OF**

97 JUN 19 AM 8:24

A MIRACLE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **A MIRACLE, INC.**, and its street address is 26240 U.S. Highway 19 North, Clearwater, Florida 34621.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to provide cosmetology services and supplies, and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 26240 U.S. Highway 19 North, Clearwater, Florida 34621, and the name of the registered agent of this corporation at that address is Alice Pagliari.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles of incorporation are:

Alice Pagliari

2680 Richard Road
Tarpon Springs, Florida 34689

Francis M. Pagliari

2680 Richard Road
Tarpon Springs, Florida 34689

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595 Main Street
Dunedin, FL 34628

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

The corporation shall initially have two (2) shareholders. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed and directed by, the shareholders of this corporation. This corporation, through its duly elected officers, shall have the power to execute contracts with other corporations and individuals to buy, own, sell, rent, mortgage or otherwise acquire and dispose of real estate and personal property.

ARTICLE IX - QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote represented shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution, merger, acquisition or liquidation of the corporation. Each shareholder

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shall have one vote for each one percent (1%) of the total shares of the company stock that they own.

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders and officers may participate in special meetings by conference telephone as provided by law.

ARTICLE XIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;

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2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporate medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of June, 1997.

Alice Pagliari
ALICE PAGLIARI
Francis M. Pagliari
FRANCIS M. PAGLIARI

STATE OF FLORIDA
COUNTY OF PINELLAS

14 The foregoing instrument was acknowledged before me this day of June, 1997, by ALICE PAGLIARI, who is personally known to me or who has produced _____ as identification.

Christine J. McEntee
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
CHRISTINE J MCENTEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453624
MY COMMISSION EXP. APR. 18, 1999

STATE OF FLORIDA
COUNTY OF PINELLAS

14 The foregoing instrument was acknowledged before me this day of June, 1997, by FRANCIS M. PAGLIARI, who is personally known to me or who has produced _____ as identification.

Christine J. McEntee
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
CHRISTINE J MCENTEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453624
MY COMMISSION EXP. APR. 18, 1999

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: A MIRACLE, INC., desiring to organize
or qualify under the laws of the State of Florida, with the
principal place of business in the City of Clearwater, Florida,
has named ALICE PAGLIARI as its resident agent to accept service
of process within Florida.

Signature: Alice Pagliari
Title: President
Date: 6/14/97

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature: Alice Pagliari
Date: 6/14/97

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