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June 18, 1997

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

745 990 1175

Re: **Boren Beauty Group, Inc.**

400000222442104-11
-07/01/97--01038--013
****122.50 ****122.50

Gentlemen:

Regarding the above, please find enclosed for quick filing the Articles of Incorporation. Enclosed is a check to the Secretary of State in the sum of \$122.50 and a check to you for your fees in the sum of \$10.00. The certified copy of the Articles should be returned to me by mail. If you have any questions, please contact me.

Sincerely,

Thomas D. Wright/BL

Thomas D. Wright

TDW/da
Enclosures

97 JUL -1 PM 1:38

P.S. If at all possible, the client would like to have the corporation filed on Tuesday, July 1, 1997.

ARTICLES OF INCORPORATION
OF
BOREN BEAUTY GROUP, INC.

FILED
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TALLAHASSEE

The undersigned hereby files these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I
NAME

*The name of this corporation shall be **BOREN BEAUTY GROUP, INC.***

ARTICLE II
DURATION

This corporation shall exist perpetually unless sooner terminated in accordance with law.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS
INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business and general office of this corporation will be 3402 South Atlantic Avenue, New Smyrna Beach, Volusia County, Florida, but it may maintain offices and transact business at such other places, either within or outside the State of Florida, as the Board of Directors may from time to time provide by resolution. The name of the initial registered agent of this corporation is KELLY K. BOREN, whose street address is 3402 South Atlantic Avenue, New Smyrna Beach, Florida.

**ARTICLE VI
INITIAL DIRECTOR**

This corporation shall have one director initially. The numbers of directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director is:

**KELLY K. BOREN
3402 South Atlantic Avenue
New Smyrna Beach, Florida 32169**

**ARTICLE VII
INCORPORATOR**

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

KELLY K. BOREN
3402 South Atlantic Avenue
New Smyrna Beach, Florida 32169

**ARTICLE VIII
POWERS**

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

**ARTICLE IX
INDEMNIFICATION**

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

**ARTICLE X
AMENDMENT**

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation on this 27th day of June, 1997.

Sela BOOMER
Witness

Kelly K. Boren
KELLY K. BOREN
Incorporator

Barbara Y. Lovelace
Witness

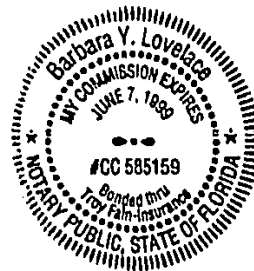
**STATE OF FLORIDA
COUNTY OF VOLUSIA**

Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared **KELLY K. BOREN**, to me known to be the person described above and she acknowledged before me that she executed the foregoing for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 27th day of June, 1997.

Barbara Y. Lovelace
Notary Public

My commission expires:



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

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

That **BOREN BEAUTY GROUP, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business, as indicated in the Articles of Incorporation, in the City of New Smyrna Beach, County of Volusia, State of Florida, has named **KELLY K. BOREN**, whose street address is 3402 South Atlantic Avenue, New Smyrna Beach, Florida 32169, as its agent to accept service of process within this State.

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

DATED this 27th day of June 1997.

Accepted By: Kelly K. Boren
KELLY K. BOREN
Resident Agent

Accepted By: Kelly K. Boren
KELLY K. BOREN
Incorporator

FILED
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1:58
STATE OF FLORIDA

**ARTICLES OF INCORPORATION OF
BOREN BEAUTY GROUP, INC.**