

# BROAD AND CASSEL

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July 2, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Italian Beauty Innovations South, Inc.

Dear Sir/Madam:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation of the above-captioned proposed corporation. The duplicate has been subscribed and acknowledged by the incorporator in the same manner as the original.

A check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

TOTAL \$ 122.50

Please endorse your approval of the Articles of Incorporation, certify and return both copies to me.

Very truly yours,

Donald P. Dufresne

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-07/03/97--01039--008  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED  
97 JUL -3 AM 10:40  
DIVISION OF CORPORATION

FILED  
97 JUL -3 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Call when  
Ready  
1081-6810

ARTICLES OF INCORPORATION  
OF  
ITALIAN BEAUTY INNOVATIONS SOUTH, INC.

FILED  
97 JUL -3 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Italian Beauty Innovations South, Inc.

The address of the principal office of this corporation shall be:

c/o Broad and Cassel  
400 Australian Avenue South  
Fifth Floor  
West Palm Beach, Florida 33401

and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business related to general business.

ARTICLE III. AUTHORIZED SHARES

The Corporation shall be authorized to create and issue shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services

actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

The total number of authorized shares of the capital stock of this corporation is 1,000 shares divided into two classes, Class A Voting stock and Class B Non-Voting stock. The total number of shares of Class A stock authorized is fifty (50) shares. The total number of Class B stock authorized is Nine Hundred Fifty (950) shares. The holders of Class B stock shall not be entitled to any voting powers.

#### ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is Donald P. Dufresne, Esquire.

#### ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The name and street address of the initial members of the Board of Directors are:

John G. Grippando

c/o Broad and Cassel  
400 Australian Avenue South  
Fifth Floor  
West Palm Beach, Florida 33401

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John G. Grippando President

John G. Grippando Secretary

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald P. Dufresne, Esquire  
Broad and Cassel  
400 Australian Avenue, 5th Floor  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Wellington, Florida, for the uses and purposes aforesaid, this 3<sup>rd</sup> day of July, 1997.

By: Donald P. Dufresne  
Donald P. Dufresne, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLE OF INCORPORATION

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Italian Beauty Innovations South, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401 has named Donald P. Dufresne, Esquire, located at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401, as its registered agent to accept

service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:

*Donald P. Dufresne, Jr.*  
Donald P. Dufresne, Esquire  
Registered Agent

FILED  
97 JUL -3 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA