

P97000078228

Salon Colorama
13129-B N. Dale Mabry
Tampa, FL 33618

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-12/15/97--01101--017
***122.50 ***122.50

Secretary of State
Division of Corporations, Amendments Section
Post Office Box 6327
Tallahassee, Florida 33214

RE: Merger of Salon Colorance, Inc., into Salon Colorance II, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Merger for the Florida corporation bearing the name Salon Colorance, Inc., merging into Salon Colorance II, Inc. Please file this document and return a certified copy to 13129 B North Dale Mabry, Tampa, Florida 33618.

Also enclosed is a check for \$122.50 which includes the filing fee of \$70.00 (\$35.00 per corporation involved) and a certified copy fee of \$52.50. Please contact me at 969-0176 if there are any questions.

Thank you,

VS DEC 19 1997

Merger

FILED
97 DEC 15 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P97000078228

ARTICLES OF MERGER
Merger Sheet

MERGING:

SALON COLORANCE, INC., a Florida corporation, V67548

INTO

SALON COLORANCE II, INC., a Florida corporation, P97000078228

File date: December 15, 1997

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
SALON COLORANCE, INC.
INTO
SALON COLORANCE II, INC.

FILED
97 DEC 15 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA


The undersigned, for the purpose of merging two Corporations under the Florida Statutes, do hereby adopt the following Articles of Merger:


Article 1. Plan of Merger. The Plan of Merger as unanimously approved by all shareholders and Directors of Salon Colorance, Inc., and Salon Colorance II, Inc., is attached to this Articles of Merger and incorporated herein.

Article 2. Effective Date. The effective date of this merger shall be the filing date of these Articles of Merger with the Secretary of State of Florida.

Article 3. Approval Dates. The shareholders and Directors of Salon Colorance, Inc., approved the attached Plan of Merger as of 12/10th, 1997. The shareholders and Directors of Salon Colorance II, Inc., approved the attached Plan of Merger as of 12/10th, 1997.

IN WITNESS WHEREOF the undersigned have signed these Articles of Merger this 10 day of Dec., 1997.


Adil R. Boland
Secretary of Salon Colorance, Inc.


Adil R. Boland
Secretary of Salon Colorance II, Inc.

JOINT RESOLUTIONS OF DIRECTORS AND SHAREHOLDERS OF
SALON COLORANCE II, INC.

Plan of Merger of Salon Colorance, Inc., and
Salon Colorance II, Inc.

The Board of Directors of Salon Colorance II, Inc., have consented as indicated by their signatures below, this 10th day of Dec, 1997, to adopt this Plan of Merger. The Shareholders of Salon Colorance II, Inc., have unanimously approved the plan of merger, as indicated by their signatures below. It is hereby

RESOLVED that the following corporations are merging into one corporation:

Salon Colorance, Inc.
Salon Colorance II, Inc.

RESOLVED that the surviving Corporation shall be **Salon Colorance II, Inc.**;

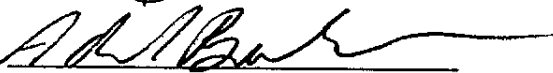
RESOLVED that the terms and conditions of the merger are as follows:

- a) All assets and liabilities of **Salon Colorance, Inc.**, shall be transferred to **Salon Colorance II, Inc.**,
- b) The operations of **Salon Colorance, Inc.**, have been discontinued as of September 10, 1997 and **Salon Colorance, Inc.**, has no employees as of September 10, 1997, and
- c) **Salon Colorance, Inc.**, transfers the right to the use of the name "Salon Colorance" for advertising and all other purposes to **Salon Colorance II, Inc.**;

RESOLVED that the shares of **Salon Colorance, Inc.**, shall be endorsed by shareholders and transferred to **Salon Colorance II, Inc.** The shareholders of **Salon Colorance, Inc.**, and percentages of **Salon Colorance, Inc.**, owned by each shareholder are exactly the same as the shareholders of **Salon Colorance II, Inc.**, and the percentages of **Salon Colorance II, Inc.**, owned by each shareholder. Because the ownership of **Salon Colorance, Inc.**, and **Salon Colorance II, Inc.**, is identical, no additional stock of **Salon Colorance II, Inc.**, is required to be issued to shareholders of **Salon Colorance, Inc.**; and

RESOLVED that the effective date of the merger shall be the date of the filing of the Articles of Merger with the Secretary of State of Florida.

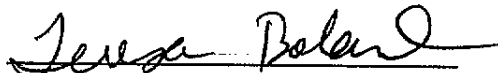
IN WITNESS WHEREOF the undersigned have signed these Articles of Merger this 10th day of Dec, 1997.



Adil R. Boland, Director
Salon Colorance II, Inc.



Adil R. Boland, Joint Shareholder of
100% Outstanding Shares of Salon
Colorance II, Inc.



Teresa Boland, Director
Salon Colorance II, Inc.



Teresa Boland, Joint Shareholder of
100% Outstanding Shares of Salon
Colorance II, Inc.