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September 10, 1997

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Florida Secretary of State  
Corporate Division  
Post Office Box 6237  
Tallahassee, Florida 32314

Re: Incorporation of Custom Looks By Lori

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation with reference to the above corporation, together with a Certificate of Designation Registered Agent/Registered Office. Also enclosed is our check in the amount of \$122.50. Please file the original and return to me a certified copy of same.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact my office.

Sincerely,



Lori J. Murray

Enclosures

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SECRET  
TALLAHASSEE, FLORIDA

*Long*  
9/22/97

ARTICLES OF INCORPORATION

OF

CUSTOM LOOKS BY LORI INC.

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TALLAHASSEE, FLORIDA

The undersigned, subscribers to these ARTICLES OF INCORPORATION, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation shall be Custom Looks By Lori, Inc.

ARTICLE II  
TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III  
NATURE OF BUSINESS

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Hundred Fifty Thousand (750,000).

Such shares shall be of one class, and shall have a par value of \$.01 per share.

ARTICLE V  
REGISTERED AGENT

The street address of the initial registered office of the corporation is and the name of its

initial registered agent of said address is: Lori J. Murray, 2810 - 53rd Street South, Gulfport, Florida 33707.

ARTICLE VI  
ADDRESS

The principal office of the corporation is 2870 - 34th Street North, St. Petersburg, Florida 33713.

ARTICLE VII  
DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one.

The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Lori J. Murray	2810 - 53rd Street South Gulfport, Florida 33707

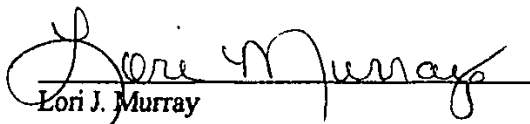
ARTICLE VIII  
INCORPORATORS

The name and address of each Incorporator is: Lori J. Murray, 2810 - 53rd Street South, Gulfport, Florida 33707.

ARTICLE IX

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible to shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed

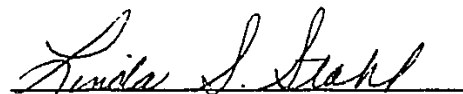
waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing of the issue of shares and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder of the corporation within thirty (30) days of the receipt of notice from the corporation.

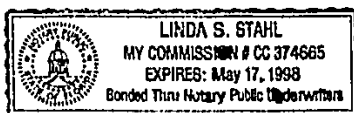
  
Lori J. Murray

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, LORI J. MURRAY, who is personally known to me or who has produced FL Driver licenses as identification, described in and who executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and notarial seal at St Petersburg, Pinellas County, Florida, on this the 12 day of September, 1997.

  
Notary Public (name printed)



  
Notary Public (signature)

\_\_\_\_\_  
Serial Number, if any

My Commission Expires:

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

That CUSTOM LOOKS BY LORI, organized under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of St. Petersburg, County of Pinellas, State of Florida, has named, LORI J. MURRAY, 2810 - 53rd Street South, Gulfport, Florida 33707 as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
REGISTERED AGENT

9/16/97  
DATE

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