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February 2, 1998

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Hair We Are, Inc.

600002421706--3
-02/04/98--01101--005
****122.50 ****122.50

Dear Madam or Sir:

I am enclosing with this letter the following:

- Original and copy of the Articles of Incorporation for Hair We Are, Inc.
- A firm check in the amount of \$122.50 representing \$35 filing fee, \$35 registered agent designation and \$52.50 for a certified copy of the filed Articles.

Please send the certified copy of the Articles to my attention. If you have any questions, please call me.

Sincerely,

EFFECTIVE DATE

02-02-98

Michelle R. North
Michelle R. North

Enclosures

cc: Robert C. Sommerville, Esquire

WPB95 57281.1 - JHG

FILED
98 FEB -4 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-5-2-98

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ARTICLES OF INCORPORATION
OF
HAIR WE ARE, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation shall be Hair We Are, Inc.

EFFECTIVE DATE

02-02-98

SECOND: The street address of the initial principal office and the mailing address of this corporation shall be: 3236 Lantana Road, Lantana, Florida 33462.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: The name and street address of the initial officers and directors of the corporation, who shall hold office until their successors are elected, are:

NAME AND ADDRESS

OFFICE

Mary S. Rush
5888 Lime Road
West Palm Beach, FL 33413

President and Director

Oralia B. Arenal
96 Ferne Lane
Lake Worth, FL 33467

Vice President, Secretary
and Director

SIXTH: The street address of the corporation's initial registered office is: 3236 Lantana Road, Lantana, Florida 33462. The name of the corporation's initial registered agent is: Mary S. Rush.

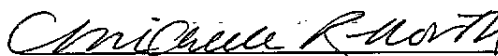
SEVENTH: The name and street address of the incorporator to these Articles of Incorporation is:

Michelle R. North, Esquire
250 Australian Avenue South, Suite 500
West Palm Beach, Florida 33401

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

NINTH: The corporate existence of the corporation shall commence as of February 2, 1998 so long as these Articles of Incorporation are received and filed by the Department of State within five (5) business days after such date. In the event these Articles are not received within such five (5) day period, then the corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on this 2nd day of February, 1998.

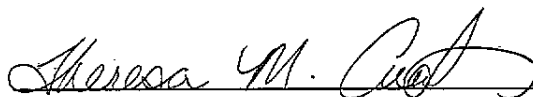


MICHELLE R. NORTH
INCORPORATOR

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of February, 1998, by Michelle R. North, who is personally known to me or who has produced a valid driver's license as identification.

OFFICIAL NOTARIAL SEAL:



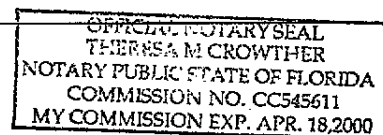
THERESA M. CROWTHER

(type, print, or stamp name)

Notary Public

My Commission Expires:

Commission No.:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Hair We Are, Inc.

EFFECTIVE DATE

02-02-98

2. The name and address of the registered agent and office is:

Mary S. Rush
3236 Lantana Road
Lantana, Florida 33462

Michelle R. North
Michelle R. North
Incorporator

Date: February 2, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE 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.

Mary Rush
Mary S. Rush
Registered Agent

Date: 2/2, 1998