

P980000 19627



flexible accounting word process service

Friday, February 20, 1998

300002437713--4
-02/23/98--01074--016
****131.25 ****131.25

Florida Department of State
Division of Corporations
Attn: Doris Brown
PO Box 6327
Tallahassee FL 32314

Corporate Filings Office:

Enclosed is the original Articles of Incorporation for Shear Magic Hair Salon Inc along with a check in the amount of \$131.25 to cover the fees for the filing, a Certificate of Incorporation and Certificate of Status.

Please return all documents to the registered agent and incorporator:

Jimmy Ferraro
4335 Tiburon Dr
New Port Richey FL 34655

Should you have any questions please feel free to call me, at (813)944-2503.

Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Carole A. Auer'.

Carole A. Auer

FILED
98 MAR -2 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pmc
2/24/98

~~2557~~



flexible accounting word process service

Tuesday, February 24, 1998

Florida Department of State
Division of Corporations
Attn: Doris McDuffie
PO Box 6327
Tallahassee FL 32314-6327

Re: Registered Agent form for Shear Magic Hair Salon Inc

Dear Ms. McDuffie;

Enclosed is the signed Registered Agent form required for the filing of the corporation referenced above - Shear Magic Hair Salon Inc.

Please attach with the Articles of Incorporation you have received and the check for \$131.25. Please forgive this inconvenience. It was an oversight and I do apologize for any trouble this may have caused.

I hope this completes all needed, but should there be further questions and/or problems, please do not hesitate to call me at (813)944-2503.

Thank you.

Sincerely,

A handwritten signature in cursive script, reading 'Carole A. Auer'.

Carole A. Auer

FILED

98 MAR -2 AM 10: 47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
SHEAR MAGIC HAIR SALON INC**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is SHEAR MAGIC HAIR SALON INC.
Located at: 4808 Mile Stretch Dr - Holiday FL 34690

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

4808 Mile Stretch Dr
Holiday, FL 34690

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Jimmy Ferraro
4335 Tiburon Dr
Pasco County
New Port Richey, FL 34655

Initials: gf

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Jimmy Ferraro
4335 Tiburon Dr
New Port Richey, FL 34655

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation

individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

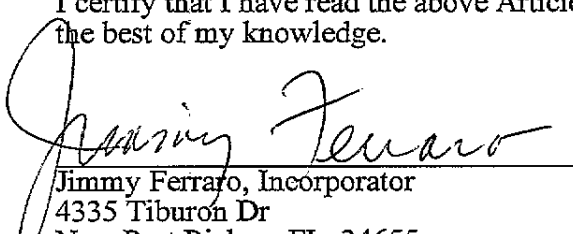
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


Jimmy Ferraro, Incorporator
4335 Tiburon Dr
New Port Richey, FL 34655

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

FILED

99 MAR -2 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SHEAR MAGIC HAIR SALON INC

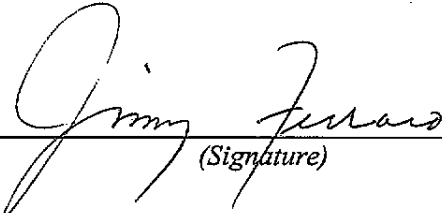
2. The name and address of the registered agent and office is:

JIMMY FERRARO

4335 TIBURON DR
(PO Box or Mail Drop Box **NOT** acceptable)

NEW PORT RICHEY FL 34655
(City/State/Zip)

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 the 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.


(Signature)

2/24/98
(Date)

DIVISION OF CORPORATIONS, PO BOX 6327, TALLAHASSEE, FL 32314-6327