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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 14 PM 3:54

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLA 32314

300002474453-- 1

-04/01/98--01018--001

****122.50 ****122.50

SUBJECT: ROSE'S UNISEX BEAUTY SALON, INC.
(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR\$ _____

FROM: ROSE'S UNISEX BEAUTY SALON, INC.
(NAME PRINTED OR TYPED)

3521 NW 17TH AVENUE

ADDRESS

MIAMI, FLA 33142

CITY, STATE, & ZIP

(305) 636-3635

TELEPHONE

WA: (305) 637-8722

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

789, 2555, 2551, 2550
w/98-7507
9

D. BROWN APR 14 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 3, 1998

ROSA E. VAZQUEZ
3521 N.W. 17TH AVENUE
MIAMI, FL 33142

SUBJECT: ROSE'S UNISEX BEAUTY SALON, INC.
Ref. Number: W98000007507

We have received your document for ROSE'S UNISEX BEAUTY SALON, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 698A00017923

CERTIFICATE OF INCORPORATION

OF

ROSE'S UNISEX BEAUTY SALON, CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We, the undersigned, in order to form a Corporation for profit for the purpose hereinafter state, under and pursuant to the provision of the Florida Statutes, do hereby subscribed to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of Corporation shall be:

ROSE'S UNISEX BEAUTY SALON, CORP.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- a. This Corporation is organized with the purpose to engage in the BEAUTY PARLOR business and all other lawful related activities permitted under the laws of the State of Florida and the United States of America.
- b. To enter into, make and perform contracts of any person, firm association or corporation, town, city, country, state, territory or government.
- c. To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of an deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the person, whether as principals, agents trustees otherwise.
- d. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.
- e. To purchase, hold, sell and transfer the shares of capital stock except from the surplus of stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.
- f. To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the attainment of the objectives aphasous Corporation whether or not such business is similar in nature to

the objects set forth in these Articles of Incorporation and to do any all things herein before set forth the same extent as natural person might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding any time shall be five hundred shares all of which shall be \$10.00 per value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful many of the United States of America, or in service of property at just valuation, to be fixed by the Director of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered office of the corporation is **ROSA E. VAZQUEZ**, President-Treasurer and the initial registered agent at such address is: **3521 NW 17TH AVE.**
MIAMI, FLA 33142

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is: **3521 NW 17TH AVE.**
MIAMI, FLA 33142

ARTICLE VII

This Corporation shall have Directors, initially. The number of directors may be increased or diminished from time to time, by law adopted by the stockholders, but never be less than two.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this Corporation who shall hold office for the first year of its existence or until successors are elected and qualified, are as follow:

3521 NW 17TH AVE.

(Address)

ARTICLE IX

The names and post office addresses of the subscribers to the Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of capital with which the corporation will begin business, is as follows:

3521 NW 17TH AVE.

(Address)

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors by officers who shall be elected by the Board of Directors, to-wit; a president, one or more Vice-President, a treasurer, and a Secretary, one or more of said officers may hold one or more offices except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

In furtherance, and not in limitation of the powers conferred by Statutes the Board of Directors is expressly authorized:

- a. To adopt and amend the by-laws of this Corporation provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- b. To authorized and cause to be executed mortgages and liens upon the real and personal property of this Corporation.
- c. To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- d. When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the Corporation. IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seal this 16th day of March, 1998.


ROSA E. VAZQUEZ
PRESIDENT-TREASURER

STATE OF FLORIDA)

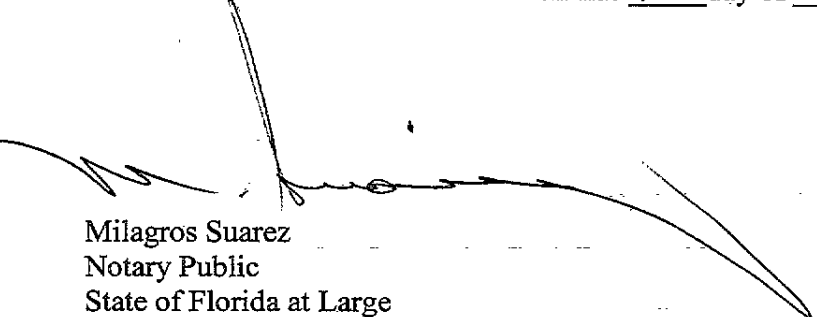
SS

COUNTY OF DADE

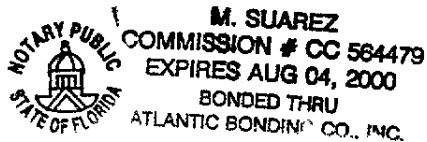
I HEREBY CERTIFY that on this day before me, Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared: ROSA E. VAZQUEZ to be known to be the persons described as subscribers in an who executed the foregoing Articles of Incorporation and acknowledged before that they subscribed to those Articles of Incorporation.

Rosa Vazquez Poole
ROSA E. VAZQUEZ

Sworn to and subscribed before me on this 7th day of APRIL, 1998.


Milagros Suarez
Notary Public
State of Florida at Large

My Commission Expires:



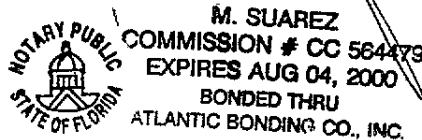
COUNTY OF DADE)

Before me, undersigned authority, personally appeared ROCIO REYES, AND CAROL C. REYES, to me known to be the person described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation.

Rosa E. Vazquez
ROSA E. VAZQUEZ
PRESIDENT-TREASURER

Sworn to and subscribed before me on this 16th day of March, 1998.

Milagros Suarez
Notary Public
State of Florida at Large



My commission expires:

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

Pursuant to the provision 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: **ROSE'S UNISEX BEAUTY SALON, CORP.**

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

**ROSA E. VAZQUEZ
3521 NW 17TH AVE.
MIAMI, FLA 33142**

SIGNATURE: Rosa Vazquez Poole

TITLE PRESIDENT - TREASURER

DATE APRIL 7, 1998

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 obligation of my position as registered agent.