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ATTORNEY AT LAW

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MELBOURNE, FLORIDA 32901

P.O. Box 608
MELBOURNE, FLORIDA 32902-0608

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May 29, 1998

Secretary of State
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

RE: INTROSPECTION SALON, INC.

Dear Sir or Madam:

Please find enclosed original and one copy of Articles of Incorporation for the above referenced corporation, along with check in the amount of \$122.50 for filing fee. Please file the same and return a copy to this office.

Thank you for your assistance in this matter.

Very truly yours,

Kathy Tompkins

Secretary to Lynne R. Thompson

Encs

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
[Signature]

ARTICLES OF INCORPORATION
OF
INTROSPECTION SALON, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to the formation of a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name; Principal Place of Business

The name of the corporation shall be INTROSPECTION SALON, INC. The principal office shall be located at 1601 Airport Blvd., Suite 3, Melbourne, Florida 32901.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this corporation is:

(a) A beauty salon providing hair styling and other related services to the public and a training and consulting facility for manufacturers, distributors and licensed beauticians.

(b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct

a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bond, security, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, while owner of such stock; to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares, having a par value of \$1.00 per share.

ARTICLE IV

Term of Existence

This corporation shall exist perpetually.

ARTICLE V

Initial Principal Office and Registered Agent

The initial principal office of this corporation in the State of Florida will be 1601 Airport Blvd., Ste. 3, Melbourne, FL 32901. The Board of Directors may from time to time move the principal office to any address in Florida. The name and address of the initial registered agent of this corporation is LYNNE R. THOMPSON, ESQUIRE, 529 E. New Haven Avenue, Melbourne, FL 32901.

ARTICLE VI

Board of Directors

(1) The initial number of Directors of this corporation is one.

(2) The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

(3) The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until her successor is elected or appointed and have qualified:

<u>Name</u>	<u>Street Address</u>
TAMI E. GARSIDE	1601 Airport Blvd., Ste. 3 Melbourne, FL 32901

ARTICLE VII

Incorporators

The name and street address of the person(s) signing these Articles of Incorporation are:

<u>Name</u>	<u>Street Address</u>
TAMI E. GARSIDE	1601 Airport Blvd., Ste. 3 Melbourne, FL 32901

ARTICLE VIII

Pre-emptive Rights

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate

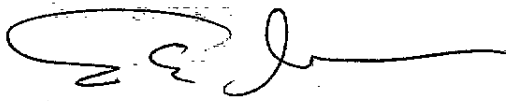
his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE X

Amendment to Articles

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, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

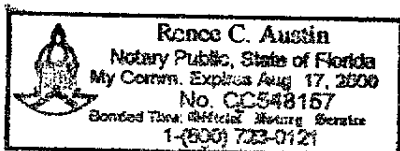
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Melbourne, Brevard County, Florida, for the uses and purposes aforesaid, on this 28th day of May, 1998.



TAMI E. GARSIDE

STATE OF FLORIDA
COUNTY OF BREVARD


The foregoing instrument was acknowledged before me this 28th day of May, 1998, by TAMI E. GARSIDE who is personally known to me.



Renee C. Austin
Notary Public
My commission expires:

CERTIFICATE OF REGISTERED AGENT

Pursuant to Florida Statutes, the following is submitted in compliance with said Act: INTROSPECTION SALON, INC., a corporation for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 1601 Airport Blvd., Ste. 3, Melbourne, County of Brevard, State of Florida, has named LYNNE R. THOMPSON, ESQUIRE, located at 529 E. New Haven Ave., Melbourne, FL 32901, as its Registered Agent to accept service of process for the above-stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



LYNNE R. THOMPSON, ESQUIRE
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA