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AGATHE LEBRUN

2310 N.W. 3rd Ave., Suite 1  
Pompano Beach, Fl. 33060

Tel: 954-943-5600

August 12, 1998

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

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-08/18/98--01003--001  
\*\*\*122.50 \*\*\*122.50

Re: A&J Unisex Beauty Salon Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation and check in the amount of \$122.50 to cover the cost of filing same.

Upon approval and filing of the Articles of Incorporation, please return a certified copy of same in the enclosed self addressed envelope.

Thanking you in advance, I remain.

Very truly yours,

  
Agathe LeBrun

Dmc  
8/17/98

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
A & J UNISEX BEAUTY SALON INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: A & J UNISEX BEAUTY SALON INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

- a. Any and all legal purposes, including, but not limited to, Haircutting & styling, hair coloring, manicures, sales of beauty products to the general public.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in, or with its own corporate securities or stock or other securities, including without limitations, any share of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares,

and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

- c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the state of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independant purposes and powers.

#### ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue 7,500 shares of common voting stock at \$1.00 par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the shareholders of the corporation.

#### ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporations' initial registered office in Florida is: 2310 N.W. 3rd Ave., Suite 1, Pompano Beach, Florida 33060, and the name of its registered agent at that address is Agathe LeBrun.

#### ARTICLE VIII - DIRECTORS

The number of directors of the corporation from time to time shall be set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this corporation is two (2).

The name and address of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Agathe LeBrun	2310 N.W. 3rd Ave., Suite 1 Pompano Beach, Fl 33060
Jude LeBrun	2310 N.W. 3rd Ave., Suite 1 Pompano Beach, Fl 33060

#### ARTICLE IX - INCORPORATORS

The name and address of the incorporator is;

<u>Name</u>	<u>Address</u>
Agathe LeBrun	2310 N.W. 3rd Ave., Suite 1 Pompano Beach, Fl 33060

#### ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall either be void or voidable because of such relationship or interest if:


- a. the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent of such interested Director; or
- b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- c. The contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approve or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 13 day of August, 1998

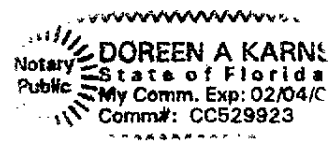
  
Agathe LeBrun  
Incorporator

STATE OF FLORIDA     ) Florida  
                              ) ss:  
COUNTY OF BROWARD    ) Broward

The foregoing Articles of Incorporation were acknowledged before me this 13 day of August, 1998

  
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted pursuant to Section 48.091(1)  
and 607.034, Florida Statutes:

A & J UNISEX BEAUTY SALON INC. desiring to organize under  
the laws of the State of Florida being in the County of  
Broward, at 2310 N.W. 3rd Ave., Suite 1, Pompano Beach, Fl  
33060, has named Agathe Lebrun, located at 2310 N.W. 3rd  
Ave., Suite 1, Pompano Beach, Fl 33060, as its initial  
registered agent to accept service of process within this  
state.


ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated corporation, at the initial registered office of  
this corporation in this state, I hereby accept to act in  
this capacity and agree to comply with the provisions of  
said statute relative to keeping the registered office of  
the corporation open from 10:00 a.m. to noon each day, except  
Saturdays, Sundays, and legal holidays, and to post therein  
a sign designating the name of the corporation and the name  
of its registered agent

DATE:

8/13/98

By:

  
Agathe LeBrun  
Registered Agent