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ANTHONY, BERRY & DIRITO

ATTORNEYS AT LAW

August 27, 1998

MALCOLM ANTHONY, P.A.
MICHAEL L. BERRY, JR., P.A.
VINCENT J. DIRITO, P.A.

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400002629134--0
-08/31/98-01133-001
*****70.00 *****70.00

Re: Incorporation of Shear Freedom of Neptune Beach, Inc.

Dear Sirs:

Enclosed are the original, executed articles of incorporation for the above referenced corporation along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is my law firm account check in the amount of \$70.00 payable to the Florida Department of State to cover the applicable filing fee.

Please send your letter confirming the incorporation to:

Shear Freedom of Neptune Beach, Inc.
c/o Michael L. Berry, Jr., Esq.
Anthony, Berry & DiRito
Four Sawgrass Village, Suite 205
Ponte Vedra Beach, FL 32082

EFFECTIVE DATE
8-20-98

FILED
98 AUG 31 AM 9:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Thank you for your usual courtesies.

Sincerely,

ANTHONY, BERRY & DIRITO

Michael L. Berry, Jr.

MLBJr/II
Enclosures

OK
9-2-98
5

EFFECTIVE DATE
8-26-98

**ARTICLES OF INCORPORATION
OF
Shear Freedom of Neptune Beach, Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Shear Freedom of Neptune Beach, Inc.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing upon August 26, 1998, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

ARTICLE III

General Purpose of Corporation

The general purpose of the corporation and the nature of the business to be transacted by the corporation are the conduct of all lawful business and to engage in any and all activities and exercise any and all powers, rights, and privileges related to that business.

ARTICLE IV

Principal Office

The principal office and mailing address of the corporation will be located at 1483 Atlantic Boulevard, Neptune Beach, FL 32266.

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DIVISION OF CORPORATIONS,
TALLAHASSEE, FLORIDA

ARTICLE V

Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having no par value.

ARTICLE VI

Preemptive Rights

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

ARTICLE VII

Indemnification

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Four Sawgrass Village, Suite 205, Ponte Vedra Beach, FL 32082, and the name of the initial registered agent of this corporation at that address is Michael L. Berry, Jr.


ARTICLE IX

Incorporator

The name and address of the incorporator of this corporation is:

Merly Melton
1483 Atlantic Boulevard
Neptune Beach, FL 32266

IN WITNESS WHEREOF, the incorporator has executed these Articles this 25th day of August, 1998.



Merly Melton

Shear Freedom of Neptune Beach, Inc.

APPOINTMENT OF STATUTORY AGENT

The undersigned, Shear Freedom of Neptune Beach, Inc., a Florida corporation, with its principal office in Neptune Beach, Duval County, Florida, hereby appoints Michael L. Berry, Jr., a natural person residing in Duval County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is Four Sawgrass Village, Suite 205, Ponte Vedra Beach, FL 32082.

Dated this 25th day of August, 1998.

Shear Freedom of Neptune Beach, Inc.

By: 
Incorporator


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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

TO: Shear Freedom of Neptune Beach, Inc.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

Dated this 25th day of August, 1998.


Michael L. Berry, Jr.
Four Sawgrass Village, Suite 205
Ponte Vedra Beach, FL 32082