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November 18, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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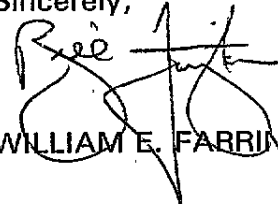
RE: **Roy Jones Jr. Hair Palace, Inc.**

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Amendment regarding the above-referenced corporation to be filed with your office. Also enclosed is a check in the amount of \$35.00 to cover the cost of filing this Amendment.

If you have any questions or comments, please feel free to contact me.

Sincerely,


WILLIAM E. FARRINGTON, II

WEFII/las
Enclosures

Amend
12-8-98
045

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 30 AM 9:56

FILED

ARTICLES OF AMENDMENT

of

ROY JONES JR. HAIR PALACE, INC.

FILED

98 NOV 30 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article VII of the Articles of Incorporation of Roy Jones Jr. Hair Palace, Inc. which was filed on October 16, 1998, is hereby amended to read as follows:

VII. DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

ROY JONES, JR.
105 West Jackson Street
Pensacola, Florida 32501

BILLY W. LEWIS
2203 North "F" Street
Pensacola, Florida 32501

2. Article VIII of the Articles of Incorporation of Roy Jones Jr. Hair Palace, Inc. which was filed on October 16, 1998, is amended to read as follows:

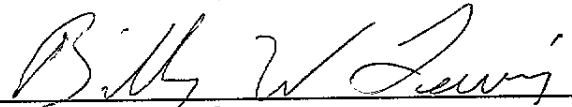
VIII. INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

BILLY W. LEWIS
2203 North "F" Street
Pensacola, Florida 32501

3. This Amendment of the Articles of Incorporation of Roy Jones Jr. Hair Palace, Inc. was adopted by the Incorporator, BILLY W. LEWIS, on November 16, 1998, without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned BILLY W. LEWIS as Incorporator of Roy Jones Jr. Hair Palace, Inc. has executed these Articles of Amendment, this 23rd day of November, 1998.


BILLY W. LEWIS,
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME personally appeared BILLY W. LEWIS, to me well known to be (or who has produced a driver's license as identification) the person described in and who executed the foregoing Articles of Amendment and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pensacola, Florida, this 23rd day of November, 1998.

LINDA A. SMITH
"Notary Public-State of FL"
Comm. Exp. October 17, 2000
Comm. No. CC585632

Sign: Linda A. Smith
Print: LINDA A. SMITH
NOTARY PUBLIC - State of Florida
My Commission Expires: 10/17/2000
My Commission Number: CC 585632