

P980000 99881

LAW OFFICE
FARISH, FARISH & ROMANI

316 BANYAN BOULEVARD

P.O. BOX 4118

WEST PALM BEACH, FLORIDA 33402

JOS. D. FARISH (1892 - 1977)

JOS. D. FARISH, JR.

ROBERT V. ROMANI *

S. EMORY ROGERS

PETER M. BASSALINE

TELEPHONE (561) 659-3500

FAX (561) 655-3158

MEN P. BEELNER
LEGAL ASSISTANT

November 18, 1998

* BOARD CERTIFIED CIVIL TRIAL LAWYER

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

Re: Salon 221, Inc.

Dear Sir/Madam:

Enclosed please find the proposed Articles of Incorporation of Salon 221, Inc., the signed Acceptance of Registered Agent, a copy of the Articles to be conformed and our check in the amount of \$122.50 representing the following:


Filing Fee	\$52.50
Certified Copy	35.00
Registered Agent Fee	35.00

Please record these Articles as soon as possible and return a conformed copy to my attention in the enclosed, self addressed envelope.

Thank you.

Yours truly,

FARISH, FARISH & ROMANI


S. Emory Rogers

SER:lad
Encs.

Dmc
11-30-98

900002694179--0
-11/23/98--01124--012
****122.50 ****78.75

FILED
98 NOV 23 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
of

SALON 221, INC.

98 NOV 23 AM 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribe to these Articles of Incorporation to form a corporation for profit under the law of the State of Florida.

ARTICLE I

The name of the corporation shall be:

SALON 221, INC.

and its principal office for conduction of business
is:

221 Sunrise Ave., Palm Beach, FL 33480

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be conducted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida; in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The maximum number of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of Common Stock at One Dollar (\$1.00) par value per

share. Said capital stock shall be fully paid and nonassessable, which shall be equal and uniform in all respects but subject to all restrictions and conditions of the by-laws of the corporation pertaining hereto and shall be payable in lawful money of the United States, or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

The transferability of any of the shares of stock in this corporation may be restricted by any shareholders' agreement entered into by all of the holders of any shares of the stock of this corporation at the time the stockholders' agreement is executed.

ARTICLE V

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and stockholders shall notify

the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI

The term of the corporation's existence shall commence upon filing with the Secretary of State, and be perpetual. The business of the corporation shall be conducted, carried on, and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the by-laws of this corporation within the limitations prescribed by law. The officers of this corporation shall be a President, Vice-President, Secretary, Treasurer and any other office the Board of Directors may deem expedient.

ARTICLE VII

The names and addresses of the Directors constituting the initial Board of Directors is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Noel Reynolds	221 Sunrise Ave. Palm Beach, FL 33480	Director, President
Timothy Johnson	221 Sunrise Ave. Palm Beach, FL 33480	Director, V.P., Treasurer, Secretary

ARTICLE VIII

The name and street address of the corporation's initial registered agent is:

NOEL REYNOLDS

ARTICLE IX

The names and addresses of the incorporators are as follows:

Noel Reynolds, 221 Sunrise Ave., Palm Beach, FL 33480

ARTICLE X

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firms or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he or she is also a director of such subsidiary or controlled company.

ARTICLE XI

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS my hand and seal this 20 day of
Nov., 1998.

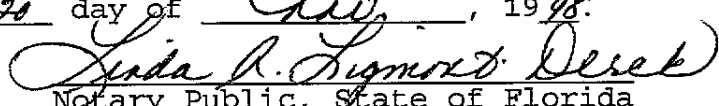

Noel Reynolds

STATE OF FLORIDA)
) s.s.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, appeared, known to me to be the person described in and who executed the foregoing instrument, who acknowledged, subscribed and sworn before me that he executed same, and that I relied upon the following identification

personally known.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of Nov., 1998.


Notary Public, State of Florida

LINDA A. LIBMONT-DERICK
Notary's Printed Name
My Commission Expires:

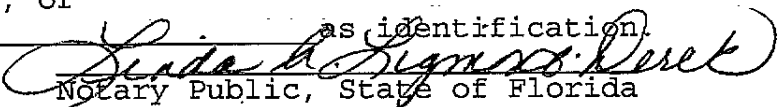
CERTIFICATION OF ACCEPTANCE BY REGISTERED AGENT

I, NOEL REYNOLDS, of 221 Sunrise Ave., Palm Beach, FL 33480 hereby accepts the appointment and designation as Registered Agent for SALON 221, INC., a Florida corporation.


NOEL REYNOLDS

STATE OF FLORIDA) ss:
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 20 day of
Nov., 1998, who signed the foregoing and is:
personally known to me, or
has produced as identification.


Notary Public, State of Florida

LINDA A. LIBMONT-DERICK
Notary's Printed Name
My Commission Expires: