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February 2, 1999

* BOARD CERTIFIED CIVIL TRIAL LAWYER

P 99000012236

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Teresa - A Hair Salon, Inc.

Dear Sir or Madam:

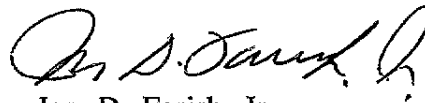
Enclosed please find the proposed Articles of Incorporation of Teresa - A Hair Salon, Inc., the signed acceptance of Registered Agent, a copy of the Articles to be conformed and our check in the amount of \$122.50 representing the following:

Filing Fee	\$52.50	200002764832--6
Certified copy	35.00	-02/04/99-01068--009
Registered Agent Fee	35.00	****122.50 ****78.75

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

Thank you for your cooperation.

Yours very truly,



Jos. D. Farish, Jr.

JDFJr/raw
Enclosures

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F. CHESSEY FEB 8 1999

ARTICLES OF INCORPORATION

OF

Teresa - A Hair Salon, Inc.

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

ARTICLE I

The name of the corporation shall be:

Teresa - A Hair Salon, Inc.

and its principal office for conduct of business is: **313½ Worth Avenue, Suites E-1 and E-2, Palm Beach, Florida 33480**. The Board of Directors may from time to time move the principal office to any other address in the State of 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 or 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 shares 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

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services at a just valuation to be fixed by the stockholders at a meeting duly convened and held. The holders of said stock shall together have unlimited voting rights and be entitled to receive the net assets of the corporation upon dissolution.

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 owed 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 her 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 corporations' 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 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. Any two or more offices may be held by the same person.

ARTICLE VII

The name and street address of the corporation's initial registered agent is: **Teresa Cavaliere, 313½ Worth Avenue, Suites E-1 and E-2, Palm Beach, Florida 33480.**

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is **Teresa Cavaliere, 313½ Worth Avenue, Suites E-1 and E-2, Palm Beach, Florida 33480.**

ARTICLE IX

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 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 X

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

WITNESS my hand and seal this 1st day of Feb, 1999.


TERESA CAVALIERE, INCORPORATOR

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)


SWORN TO and subscribed before me this 1ST day of FEBRUARY, 1999, by TERESA CAVALIERE, who signed the foregoing and is:

X personally known to me, or

_____ has produced _____ as identification.



ROSE ANN WOLF
COMMISSION # CC 441034
EXPIRES FEB 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

ROSE ANN WOLF
Notary's printed name

My commission expires: 2/22/99

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the corporation is Teresa - A Hair Salon, Inc.
2. The name and address of the registered agent and office is Teresa Cavaliere, 313½ Worth Avenue, Suites E-1 and E-2, Palm Beach, Florida 33480.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

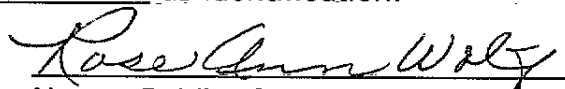

TERESA CAVALIERE

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SECRETARY OF STATE
ALLAHASSEE FLORIDA

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

SWORN TO and subscribed before me this 1ST day of ^{FEBRUARY} ~~January~~, 1999 by TERESA CAVALIERE, who signed the foregoing and is ~~personally known to me~~, or _____ has produced _____ as identification.


Notary Public, State of Florida

ROSE ANN WOLF
Notary's printed name

My Commission expires: 2/22/99