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February 2, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900002765629--8  
-02/05/99--01034--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

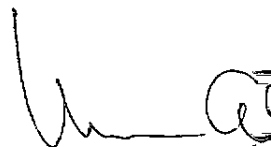
Salon Poleo, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$78.75 for the filing fee and a certificate.

cc: Eileen Poleo

Very truly yours,



FILED  
99 FEB -5 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEB FEB 9 1999

ARTICLES OF INCORPORATION  
OF  
SALON POLEO, INC.

FILED  
99 FEB -5 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is Salon Poleo, Inc.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V -- INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 East Palmetto Park Road, Boca Raton, Florida 33432 and the name of the initial registered agent of this corporation at that address is William A. Kass. The principal office address shall be the same.

ARTICLE VI -- MANAGEMENT

To the full extent allowed under Florida Statutes § 607.0732, the Company shall be managed directly by its shareholders, without a Board of Directors.

ARTICLE VII -- INCORPORATORS

The name and address of the incorporator signing these articles is: William A. Kass, 150 East Palmetto Park Road, Boca Raton, Florida 33432.

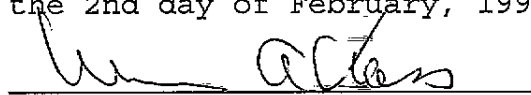
ARTICLE VIII -- INDEMNIFICATION

The corporation shall indemnify any Officer or any former officer, to the full extent permitted by law.

ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 2nd day of February, 1999.

  
William A. Kass  
Incorporator

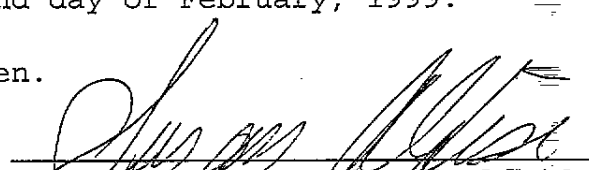
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared William A. Kass, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

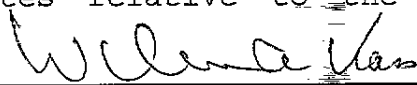
IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 2nd day of February, 1999.

An oath was not taken.



  
NOTARY PUBLIC, State of Florida  
at Large  
My Commission Expires:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
William A. Kass  
Registered Agent

FILED  
99 FEB -5 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA