

99000064710

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Professional Fades, Inc

500002934445--9  
-07/19/99-01042-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
64 JUL 19 AM 10:49  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL 21 PM 2:13  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

CD 7/19 10:00

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

JUL 21 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 19, 1999

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: PROFESSIONAL CUTS, INC.  
Ref. Number: W99000016530

We have received your document for PROFESSIONAL CUTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 599A00036900

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL FADES, INC.**

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is: PROFESSIONAL FADES, INC.

**ARTICLE II  
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE IV  
EFFECTIVE DATE and TERM OF EXISTENCE**

The Effective Date of this corporation shall be the date these articles of incorporation are filed with the Office of the Florida Secretary of State, Division of Corporations.

The Corporation will have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT AND INITIAL OFFICES**

The Registered Agent and the street addresses of the initial Registered Office and Principal Office of this corporation in the State of Florida will be:

<b><u>Registered Agent &amp; Office</u></b>	<b><u>Principal Office and Mailing Address</u></b>
Danny A. Curry 8540 N. Sherman Circle #407 Miramar, FL 33025	PROFESSIONAL FADES, INC. 9151 Taft Street Pembroke Pines, FL 33024

The Board of Directors may move the above offices to any other address in the State of Florida.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

This corporation will have one director initially. The number of directors may be increased or decreased by Bylaws adopted by the stockholders, but will never be less than one.

**ARTICLE VII**  
**INITIAL DIRECTORS**

The name of the initial director of this corporation and his street address is:

Danny A. Curry  
8540 N. Sherman Circle #407  
Miramar, FL 33025

The person named as initial director will hold office for the first year of existence of this corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII**  
**DIRECTOR CONFLICT OF INTEREST**

A. A contract or other transaction between this corporation and one of its directors or between this corporation and another entity in which one of its directors has any type of interest will not be void or voidable because of that director's interest if full disclosure of the director's interest is made to the Board of Directors or the committee of the Board which voted to approve the contract or transaction.

B. Common or interested directors may be counted to establish a quorum and their votes may be counted at a meeting of the Board of Directors or of a committee which approves the above type of contract or transaction.

**ARTICLE IX**  
**INFORMAL ACTION OF DIRECTORS OR SHAREHOLDERS**

If all the directors or shareholders consent in writing to any action taken or to be taken by the Corporation, and their consents are filed with the Secretary of the Corporation, the action will be as valid as though it had been authorized at a meeting of the Board of Directors or a Meeting of the Shareholders.

**ARTICLE X**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Danny A. Curry  
8540 N. Sherman Circle #407  
Miramar, FL 33025

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation will indemnify certain persons for certain types of claims made against them. The persons that will be indemnified are the those that are serving or have served the Corporation in the following positions:

- (1) director,
- (2) officer,
- (3) employee, or
- (4) agent of the Corporation.

If a person is or has held one of the above positions in another corporation, partnership, joint venture, trust, or other enterprise at the request of the Corporation he will also be entitled to be indemnified by the Corporation.

The types of claims that will be indemnified are any threatened, pending or completed action,

suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on a person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by a person serving the Corporation in any capacity described above.

The person will be indemnified by the Corporation to the fullest extent provided or permitted by law, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of an action, suit, or proceeding, including any appeal of it.

The Corporation will pay a person's expenses, including attorneys' fees, in advance of the final disposition of any such action, suit, or proceeding so long as the person agrees to repay the amounts advanced if it is ultimately determined that he is not entitled to indemnification for these expenses.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is holding or has held a position described above, against liability asserted against him and incurred by him in that capacity or arising out of his status as that type of person, whether or not the Corporation would have the power to indemnify him against that type of liability under the provisions of this Article.

**ARTICLE XII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment must be approved by the Board of Directors and approved at a shareholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement expressing their intention that a certain amendment to these Articles of Incorporation be made.

I, Danny A. Curry, as the Incorporator, now sign these Articles of Incorporation.

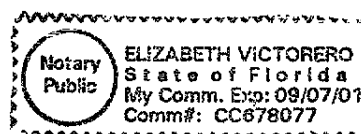
7/16/99  
Date

*D.A. Curry*  
Danny A. Curry  
Incorporator.

STATE OF FLORIDA :  
COUNTY OF BROWARD :

I am a Notary Public. Danny A. Curry, whom I know personally to be the person described as Incorporator, signed the foregoing Articles of Incorporation in my presence on July 16, 1999.

*Elizabeth Victorero*



**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA, AND NAMING THE REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

1. That PROFESSIONAL FADES, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Pembroke Pines, State of Florida, has named Danny A. Curry, located at 8540 N. Sherman Circle #407, Miramar, FL 33025, as its Registered Agent to accept service of Process within the State of Florida.

Dated: July 16, 1999.

PROFESSIONAL FADES, INC.

Having been named to accept service of process for the above stated corporation at the place designated above, I AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 16, 1999.

  
\_\_\_\_\_  
Danny A. Curry  
(Registered Agent)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FILED**