



THE UNITED STATES  
CORPORATION  
COMPANY

P99000075/50

FILED

99 AUG 23 AM 8:55

ACCOUNT NO.: 072100000032

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 349983 89162A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 23, 1999

ORDER TIME : 2:47 PM

ORDER NO. : 349983-005

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER NO: 89162A

CUSTOMER: Mr. Orlando D. Cabeza  
ANANIA, BANDKLAYDER, BLACKWELL,  
ANANIA, BANDKLAYDER, BLACKWELL,  
Nationsbank Tower, Suite 4300  
100 Southeast Second Street  
Miami, FL 33131

DOMESTIC FILING

NAME: TOP MODERN BEAUTY GALLERY,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

RECEIVED  
99 AUG 23 PM 4:01  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PA 8/24/99 ✓

**ARTICLES OF INCORPORATION**

**OF**

**TOP MODERN BEAUTY GALLERY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this corporation shall be: Top Modern Beauty Gallery, Inc.; 7902 N.W. 36 Street, Suite 211, Miami, Florida 33166.

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The corporation is authorized to issue ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE. All of said stock shall be payable in cash, property (real or personal), or labor/services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### ARTICLE VI

The initial registered office of this corporation for all service of process shall be at 7902 N.W. 36 Street, Suite 211, Miami, Florida 33166. The initial registered agent at the above address shall be Ana Valdez-Valle.

#### ARTICLE VII

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VIII

The name and address of the first director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President/Director: Ana Valdez-Valle  
7902 N.W. 36 Street, Suite 211  
Miami, Florida 33166

#### ARTICLE IX

The name and address of the incorporator is Ana Valdez-Valle, 7902 N.W. 36 Street, Suite 211, Miami, Florida 33166.

#### ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XII

This corporation may, at its sole discretion, indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

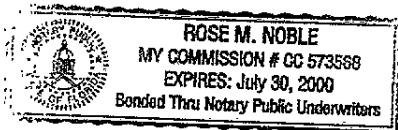
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 20<sup>th</sup> day of August, 1999.

x Ana Valdez-Valle  
Incorporator

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Ana Valdez-Valle, to me known to be the person described in or who produced the following identification FLDL# V432-01540-PM-9, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 20<sup>th</sup> day of August, 1999.



R. Noble  
Notary Public, State of Florida

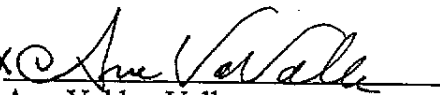
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That Top Modern Beauty Gallery, Inc., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Ana Valdez-Valle, located at 7902 N.W. 36 Street, Suite 211, Miami, Florida 33166, as its agent to accept services of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

X   
Ana Valdez-Valle  
Registered Agent

DATED: This 20<sup>th</sup> day of August, 1999.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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