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Attorneys and Counselors at Law

2114 NW 40TH TERRACE, SUITE A-1
GAINESVILLE, FLORIDA 32605

SAMUEL A. MUTCH
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(352) 378-5599
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August 25, 1999

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

200002972352--3
-08/27/99-01069--004
*****70.00 *****70.00

Re: Beauty Source Salon and Spa, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Beauty Source Salon and Spa, Inc., together with a check in the amount of \$70.00.

Please mail a certified copy of the Articles of Incorporation back to me at the above address.

Thank you for your attention to this matter.

Sincerely,



SAMUEL A. MUTCH

SAM/cde
Enclosure

FILED
99 AUG 27 AM 7:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten initials and date: 9-1-99

FILED
99 AUG 27 AM 7:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
FOR
*Beauty Source Salon and Spa, Inc.***

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME AND ADDRESS

The name of this Corporation shall be ***Beauty Source Salon and Spa, Inc.***, and the mailing address shall 901 NW 8th Avenue, Suite C-1, Gainesville Florida 32601, and the principal office shall be located at 901 NW 8th Avenue, Suite C-1, Gainesville Florida 32601.

ARTICLE II - TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law. This corporation shall begin business on the day of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the following:

- (a) To do any and all acts and things, and to exercise any and all other powers conferred by the laws of Florida upon corporations formed under the provisions of Chapter 607, *Florida Statutes* (1997), as amended, and which now or hereafter may be authorized by law.
- (b) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV - STOCK

The maximum number of shares of stock outstanding at any time shall 100, with no par value per share, all of one class, common, participating voting stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such stock is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 2114 NW 40th Terrace, Suite A-1, Gainesville, Florida 32605. The initial Registered Agent for **Beauty Source Salon and Spa, Inc.** is:

Samuel A. Mutch, Esq.
2114 NW 40th Terrace, Suite A-1
Gainesville, Florida 32605

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors shall be fixed by the By-Laws and may be changed from time to time.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the initial directors of *Beauty Source Salon and Spa, Inc.*
and the first Board of Directors are:

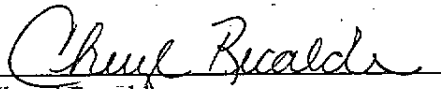
<u>NAME</u>	<u>ADDRESS</u>
Cheryl Recalde	901 NW 8 th Ave, Suite C-1 Gainesville, Florida 32601
Carlos Recalde	901 NW 8 th Ave, Suite C-1 Gainesville, Florida 32601

ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator of *Beauty Source Salon and Spa, Inc.* are:

Cheryl Recalde
901 NW 8th Ave, Suite C-1
Gainesville, Florida 32601

IN WITNESS WHEREOF, the undersigned has subscribed her name this 24th day of August
1999.


Cheryl Recalde

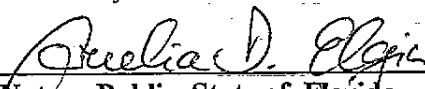
STATE OF FLORIDA
COUNTY OF ALACHUA

Before me, the undersigned authority, personally appeared **Cheryl Recalde**, who is personally known to me, and who being sworn, deposes and states that she has executed the foregoing for the purposes stated therein.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of August 1999.

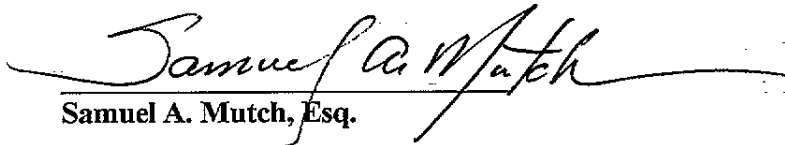


Cornelia D. Elgin
Commission # 00 846122
Expires June 13, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida

CONSENT OF REGISTERED AGENT

Having been named as a Registered Agent for *Beauty Source Salon and Spa, Inc.* at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


Samuel A. Mutch, Esq.

Accepted this 24th day of August 1999.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA