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GILMAN + GIOCIA

INCOME TAX
AND FINANCIAL
PLANNING SPECIALISTS

DIVISION OF CORPORATIONS
409 - E. GAINES ST.
TALLAHASSEE, FL. 32399

1101 NORTH CONGRESS AVE.
BOYNTON BEACH, FL 33426
(561) 732-7201
FAX: (561) 732-5368

ATT: BOBBIE COX

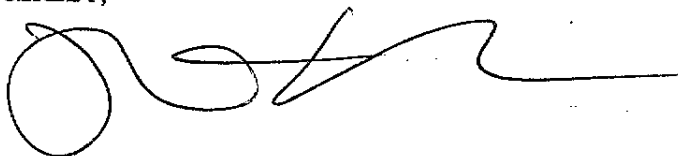
DEAR BOBBIE,

HERE ARE (1) ARTICLES OF INCORPORATION, THE CORPORATION(S) THAT I FILED ARE
NON- CERTIFIED, AND ENCLOSED IS A CHECK TOTALING \$. CHECK #

PLEASE MAIL BACK TO: ROBERT KIESLING
1101 N. CONGRESS AVE. SUITE 204
BOYNTON BEACH, FL. 33426

THANK YOU FOR ALL YOUR HELP, AND IF YOU HAVE ANY QUESTIONS REGARDING THIS
MATTER, PLEASE CALL MY OFFICE AT 1-561-732-7201.

SINCERELY,



ROBERT KIESLING, PA. EA.

P.S. GOOOO NOLES!!!!!!!!!!!!!!

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*****70.00 *****70.00

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TALLAHASSEE, FLORIDA

Securities Offered Through Prime Capital Services, Inc., Member NASD / SIPC

ARIZONA, CONNECTICUT, FLORIDA, GEORGIA, ILLINOIS, KENTUCKY, MARYLAND, MASSACHUSETTS, NEVADA, NEW JERSEY, NEW YORK, OHIO, PENNSYLVANIA, TEXAS, VIRGINIA, WASHINGTON

D. REGISTER NOV 5 1999

ARTICLES OF INCORPORATION

OF

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be;

Above and Beyond Hair Salon of South Florida, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be;

5925-10 Longbow Lane
West Palm Beach, FL 33415

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the thing herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

Robert Kiesling

1101 North Congress Ave. Suite 204
Boynton Beach, FL 33426
(561)-732-7201

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TALLAHASSEE, FLORIDA

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or direct or indirect obligations of the United States or of any other governmental district, or municipality or of any instrumentally thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business, which the board of directors shall find, will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purpose;

To indemnify any person whom by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014.

ARTICLE V

The aggregate number of shares, which this corporation shall have authority to issue, is the total sum of 100 shares, having an individual par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of the corporation shall be:

Robert Kiesling
1101 North Congress Ave.
Boynton Beach, FL 33426

ARTICLE VII

The initial Board of Directors shall consist of a total of 07 person(s) and the name and address of the person(s) who is to serve as an Initial Director(s) is:

- 1) Initial Director - Diane Parkhurst
5925-10 Longbow Lane
West Palm Beach, FL 33415

ARTICLE VIII

The name and address of the incorporator executing these
Articles of Incorporation is:

Diane Parkhurst
5925-10 Longbow Lane
West Palm Beach, Fl 33415

The undersigned has executed these Articles of Incorporation
This 25th day of October, 19 99.


Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

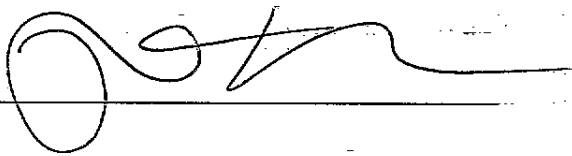
Pursuant to the provisions of section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Above and Beyond Hair Salon of South Florida, Inc.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Robert Kiesling located at Boynton Beach, County of Palm Beach State of Florida, as its agent to accept service of process within this state.

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 APPT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____



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TALLAHASSEE, FLORIDA