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August 28, 1996

VIA AIRBORNE EXPRESS
AIRBILL #9971806250

Florida Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

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-08/29/96 -01064 --007
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PERSONAL AND CONFIDENTIAL

Re: Articles of Incorporation for La Carifla Supercuts, Inc.

Dear Sir:

Enclosed herewith please find the duly executed and notarized Articles of Incorporation for *La Carifla Supercuts, Inc.*, which I request that you file in your usual manner.

My firm check in the amount of \$122.50 is enclosed to cover the cost of filing the aforementioned Articles of Incorporation.

Upon the completion of the filing of the Articles of Incorporation, kindly contact the undersigned to notify my office of the date of filing and the charter number assigned to the corporation.

I would like to take this opportunity to thank you for your prior and continuing assistance in this matter.

Very truly yours,

Peter Workin

PW:mrd
translr,fla [DOBE]
Enclosures: Articles of Incorporation

SEP 4 1996 BSIB

FILED
SEP 16 1996
TALLAHASSEE, FLORIDA
STATE
TELEPHONICALLY

**ARTICLES OF INCORPORATION
OF
LA CARIÑA SUPERCUTS, INC.**

FILED
96 AUG 29 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, of the age of eighteen (18) years or more, acting as Incorporator, whose address is 9884 Horsham Port, Jacksonville, Florida 32221, does under the *Florida Business Corporation Act* hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE 1
NAME**

The name of the corporation is **LA CARIÑA SUPERCUTS, INC.**

**ARTICLE 2
CORPORATE EXISTENCE**

The period of duration of this corporation is perpetual.

**ARTICLE 3
PURPOSE**

The purpose or purposes for which the corporation is organized shall be to engage in and carry on any lawful purpose or purposes that are conferred on corporations under the laws of the State of Florida and that are necessary or proper in connection with that practice, including, but not limited to, the following:

- (a) To purchase, lease, acquire, own, hold, and operate, and to sell, mortgage, pledge, lease, employ, dispose of, encumber, or invest in real estate, mortgages, stocks, bonds, and tangible and intangible personal property as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which it may be engaged.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and renew those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which it may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings.

(f) To restrict the manner in which, and the persons to whom its capital stock shall be issued or transferred and to enact regulations to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times to comply with the provisions of the *Florida Business Corporation Act* and the Florida Statutes as presently enacted and as may be amended or superseded by any other statute in the future.

ARTICLE 4 **SHARES AND REQUIRED CAPITAL**

The aggregate number of shares which the corporation shall have the authority to issue is 1,000,000 shares of common stock having a par value of ten cents (\$.10) each.

ARTICLE 5
PRE-EMPTIVE RIGHTS AND CUMULATIVE VOTING

The Shareholders of this corporation shall not have the pre-emptive right to subscribe to any issue of shares or securities of this corporation.

No Shareholder shall have the right to cumulate his votes at any election for Directors of the corporation.

ARTICLE 6
INTERESTED TRANSACTIONS

Except as may be otherwise provided in the *Florida Business Corporation Act*, no contract, act, or transaction of the corporation with any person or persons, firm, trust, or association, or any other corporation shall be affected or invalidated by the fact that any Director, officer, or Shareholder of this corporation is a party to, or is interested in, such contract, act, or transaction, or in any way connected with any such person or persons, firm, trust, or association, or is a Director, officer, or Shareholder of, or otherwise interested in, any such other corporation, nor shall any duty to pay damages on account of this corporation be imposed upon such Director, officer, or Shareholder of this corporation solely by reason of such fact, regardless of whether the vote, action, or presence of any such Director, officer, or Shareholder may be, or may have been, necessary to obligate this corporation on, or in connection with, such contract, act, or transaction, provided that, if such vote, action, or presence is, or shall have been, necessary, such interest or connection (other than an interest as a noncontrolling Shareholder of any such other corporation) be known or disclosed to the Board of Directors of this corporation.

ARTICLE 7
INDEMNIFICATION

Each Director and officer or former director or any person who may have served at the request of this corporation as a Director or officer of another corporation in which this corporation owns shares of capital stock or of which this corporation is a creditor (and their heirs, executors, and administrators) may be indemnified by the corporation against reasonable costs and expenses incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being or having been such Director or officer, except in relation to any actions, suits, or proceedings in which he has been adjudged liable because of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office, or, in the event of a settlement, each Director and officer (and his heirs, executors, and administrators) may be indemnified by the corporation against any payments made, including reasonable costs and expenses, provided that such indemnity shall be conditioned upon the prior determination by a resolution of two-thirds (2/3) of those members of the Board of Directors of the corporation who are not involved in the action, suit, or proceeding that the Director or officer has no liability by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office, and provided further that if a majority of the members of the Board of Directors of the corporation are involved in the action, suit, or proceedings, such determination shall have been made by a written opinion of independent counsel. Amounts paid in settlement shall not exceed costs, fees, and expenses which would have been reasonably incurred if the action,

suit, or proceeding had been litigated to a conclusion. Such a determination by the Board of Directors, or by independent counsel, and the payments of amounts by the corporation on the basis thereof shall not prevent a Shareholder from challenging such indemnification by appropriate legal proceedings on the grounds that the person indemnified was liable to the corporation or its security holders by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office. The foregoing rights and indemnification shall not be exclusive of any other rights to which the officers and Directors may be entitled according to law.

ARTICLE 8 BYLAWS

The Shareholders of the corporation hereby delegate to the Board of Directors the power to adopt, alter, amend, or repeal the Bylaws of the corporation; such powers shall be deemed to be vested exclusively in the Board of Directors and shall not be exercised by the Shareholders.

ARTICLE 9 REGISTERED AGENT AND ADDRESS

The address of its principal office and its initial registered office is 9664 Hersham Port, Jacksonville, Florida 32221, and the name of its initial registered agent at such address is Carolyn Ricardo Bell and such individual hereby accepts the appointment as registered agent and agrees to act in such capacity and further accepts service of process for the Association at the address set forth herein. Carolyn Ricardo Bell further agrees to comply with the provisions of all statutes relating to the proper and

complete performance of the duties of a registered agent and, by and through the undersigned Incorporator, has stated that she is familiar with and accepts the obligations of the position of registered agent.

Carolyn R. Bell
CAROLYN RICARDO BELL

August 28, 1996
DATE

**ARTICLE 10
DIRECTORS**

The number of Directors shall be fixed by the Bylaws of the corporation and, until changed by the Bylaws, shall be two; the name and address of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors can be elected and qualified, who are:

<u>Name</u>	<u>Address</u>
Douglas S. Bell	9664 Hersham Port Jacksonville, Florida 32221
Carolyn Ricardo Bell	9664 Hersham Port Jacksonville, Florida 32221

**ARTICLE 11
INTERPRETATION**

This corporation is created pursuant to the provisions of the *Florida Business Corporation Act*, and intends to be governed thereby.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation on this the 28th day of August, 1996.

Carolyn R. Bell
CAROLYN RICARDO BELL

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 28th day of August, 1998 BY **CAROLYN RICARDO BELL**.



**Notary Public
In and For the State of Texas**

