
ARTICLES OF INCORPORATION
OF
AVALEE DAY SALON, INC.

The undersigned, acting as incorporators under the Alabama Business Corporation Act adopt the following Articles of Incorporation:

Inst # 2001-17122

05/02/2001-17122
08:17 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 C11 105.00

ARTICLE I

Name

The name of this corporation (the "Corporation") shall be:

AVALEE DAY SALON, INC.

ARTICLE II

Purposes

The nature of the business of the Corporation and its objects, purposes and powers are:

(a) To do and carry on any lawful business which is necessary or desirable in connection with or related to any or all business of that of a day salon, including the selling of any products so desired by the incorporators;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign

country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing; (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the contracting Corporation, (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

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

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE III

Capital Stock

3.01 The Corporation shall be authorized to issue one (1) class of capital stock, which shall be designated as common stock, par value of one cent (\$.01) per share. The total number of all shares of such common stock which the Corporation shall have the authority to issue is one hundred (100) shares.

3.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities.

3.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

3.04 None of the shareholders of the Corporation shall have, and each shareholder is hereby expressly denied, the preemptive right to purchase his or her proportion of the issuance of any class of shares, including treasury shares, according to the proportion of his or her holdings of such class of shares.

3.05 Shareholder' Agreement; Restrictions on Transfer. The Bylaws of the Corporation, an agreement among shareholder of the

Corporation or an agreement between such shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that any such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw or provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate or certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction. The Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, of the holders of record of the issued and outstanding shares of the Corporation shall be parties, restricting the transfer of any or all shares upon such reasonable terms and conditions as may be approved by the Board of Directors of the Corporation, and containing such other provisions and agreements between the Corporation and its shareholders, or among the shareholders, as may be permitted by the Act.

3.06 Lien on Shares. The Corporation shall have a lien on its shares of any debt or liability incurred to it by its shareholders on account of subscription obligations of such shareholders for the payment of newly issued shares of the corporation before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such shares, which remedies are cumulative to an action of enforce payment or other remedies provided by law.

ARTICLE IV

Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

4.01 A director shall not be held personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action as a director, except this provision shall not eliminate the liability of a director for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (iv) an intentional violation of criminal law; or (v) a breach of a director's duty of loyalty to the Corporation or its shareholders. It is the intention that the directors of the Corporation be protected from personal liability to the fullest extent permitted by the Alabama Business Corporation Act as it now or hereafter exists. If at any time in the

future the Alabama Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection afforded by this Section 4.01 shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Section 4.01 by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

4.02 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE V

Registered Office and Agent

The location and mailing address of the Corporation's registered office shall be 6671 Highway 85, Vincent, Alabama 35178 and the registered agent at such address shall be Terri Brown.

ARTICLE VI

Board of Directors

The Corporation's initial Board of Directors shall consist of two (2) persons who shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified. If no successors are elected, then these two (2) persons named below shall continue without vote or election as the Board of Directors. The names and addresses of the members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Desiree Jemison	4038 Highway 231 Vincent, Alabama 35178
Terri Brown	6671 Highway 85 Vincent, Alabama 35178

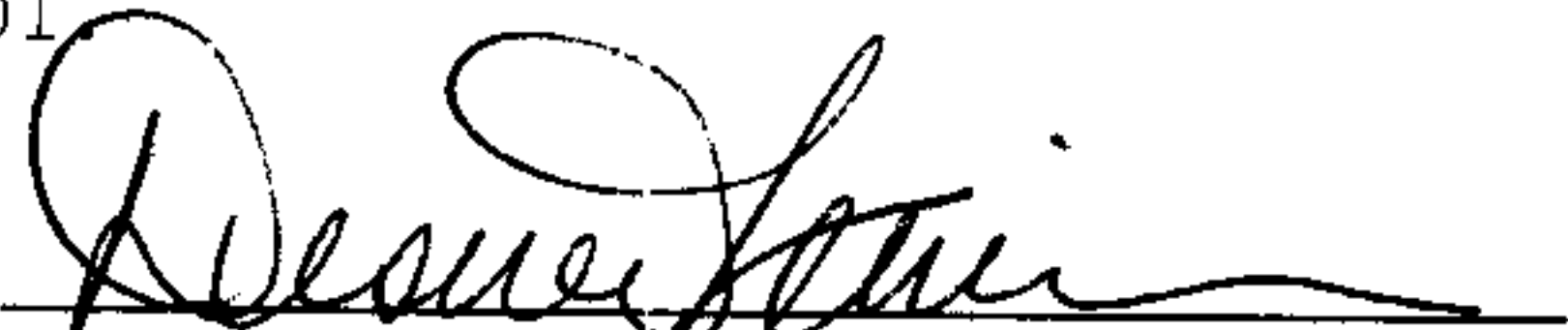
ARTICLE VII

Incorporators


The names and addresses of the Incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Desiree Jemison	4038 Highway 231 Vincent, Alabama 35178
Terri Brown	6671 Highway 85 Vincent, Alabama 35178

Dated the 30th day of April, 2001




Desiree Jemison
Incorporator



Terri Brown
Incorporator *tb*

This Instrument was prepared by:



Marlena R. Gray
3428 Sheffield Drive
Birmingham, Alabama 35223
205/969-1226

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Avalee Day Salon, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Marlena R Gray, Two Metroplex Drive Ste 504, Birmingham, AL 35209 for a period of one hundred twenty days beginning April 17, 2001 and expiring August 16, 2001.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 17, 2001

Date



Jim Bennett

Secretary of State

Inst # 2001-17122

05/02/2001-17122
08:17 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

008 CJ1 105.00