

STATE OF ALABAMA)
)
SHELBY COUNTY)

ARTICLES OF ORGANIZATION
OF
CRÈME DE LA CRÈME Salon/Boutique, L.L.C.

The undersigned hereby forms a limited liability company under the Alabama Limited Liability Company Act and adopts as the ARTICLES OF ORGANIZATION of such limited liability company the following:

I. The name of the limited liability company:

CRÈME DE LA CRÈME Salon/Boutique, L.L.C.
(the "Company")

II. The period of the Company's duration shall be perpetual.

III. The purpose for which the limited liability company is organized:

The principal business of the limited liability company shall be to engage in retail, leasing, hair, nails/pedicures, tanning, massage therapy, personal service salon and all lawful business for which limited liability companies may be organized according to the laws of the State of Alabama.

IV. A. The address of the Registered Office in Alabama:

4509 Valleydale Road
Suite 10
Birmingham, Al 35242

B. The name of the address of the Registered Agent in Alabama:

Ella Ogle
4509 Valleydale Road
Suite 10
Birmingham, Al 35242

IV. The names and addresses of the initial Member is:

<u>MEMBER</u>	<u>ADDRESS</u>
Ella Ogle	4509 Valleydale Road Suite 10 Birmingham, Al 35242

V. Additional Members may be admitted to the Company at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

VI. The cessation of membership of the initial Member of the Company shall result in the dissolution of the Company.

VII. Management of the Company is reserved to the following initial Manager who shall serve until his successor is elected and shall qualify:

Ella Ogle
4509 Valleydale Road
Suite 10
Birmingham, Al 35242

VIII. Other provisions:

- (1) The Company may indemnify its Members, Managers, employees and agents to the maximum extent provided by law in accordance with the terms of the Operating Agreement.
- (2) In addition to the foregoing, the Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for any time expenditures required of them in pursuit of the defense against any liability arising on the account of acting as organizers or arising on the account of enforcing the indemnification right hereunder, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22 day of July, 2002.


ELLA OGLE