

**ARTICLES OF INCORPORATION
OF
Vision's Beauty Distributors, Inc.**

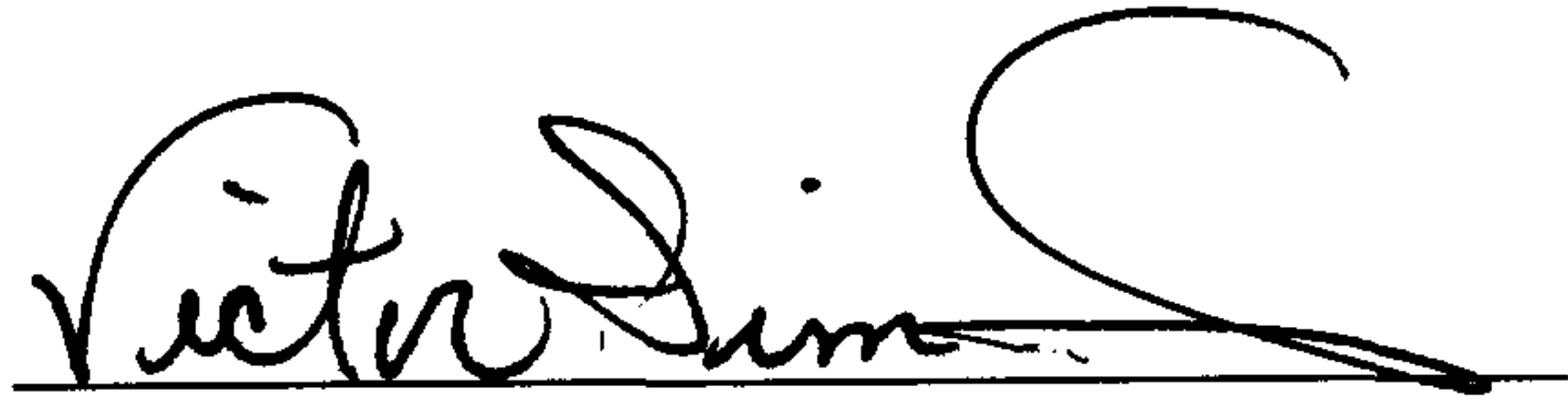
**TO THE HONORABLE JUDGE OF PROBATE IN AND FOR
SHELBY COUNTY, ALABAMA**

- 1. The name of the corporation is Vision's Beauty Distributors, Inc.**
- 2. The period of duration is perpetual.**
- 3. The purpose or purposes for which the corporation is organized are the transaction of any and all lawful business for which the corporation may be incorporated under the Alabama Business Corporation Act.**
- 4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1,000 shares of common stock.**
- 5. The location and mailing address of the initial registered office of the corporation is Vision's Beauty Distributors, Inc. 3584 Hwy 31 South Suite 182 Pelham, AL 35124 and the name of its initial registered agent at such address is Victor Simmons.**
- 6. The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders until the successors are elected and shall qualify are as follows:**

Victor B. Simmons 1145 Dearing Down Drive Helena, AL 35080
Jeffery L. Simmons 1317 Red Rock Road Pleasant Grove, AL 35127
- 7. The name and address of the incorporator of the corporation is Victor B. Simmons 1145 Dearing Down Drive Helena, AL 35080 .**
- 8. Each shareholder shall have a preemptive right to purchase shares of any Class of capital stock of the corporation, including treasury shares.**
- 9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefore.**

10. The corporation shall have and may exercise any and all powers which a corporation incorporated under the Alabama Business Corporation Act pursuant to Title 28-3-1(7) (a&b) and 20-x-5-.03(2).

The undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this the 17TH day of December, 2002.



Victor B. Simmons

Signed and sworn before me this 17 day of December, 2002.

Notary Public: _____

My Commission Expires: _____

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:

Vision's Beauty Distributors, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Salena R Hargrove, 908 Hitching Post Lane, Birmingham, AL 35210 for a period of one hundred twenty days beginning December 5, 2002 and expiring April 5, 2003.



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.

December 5, 2002

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State