

This Document Prepared by:
Brad S. Anderson
Johnston Barton Proctor & Rose LLP
Colonial Brookwood Center
569 Brookwood Village, Suite 901
Birmingham, Alabama 35209
(205) 458-9400

STATE OF ALABAMA)
COUNTY OF SHELBY)

**CERTIFICATE OF FORMATION
OF
SUPER2, LLC**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company under Title 10A of the Code of Alabama (1975), as amended (the "Alabama Business and Nonprofit Entities Code"), hereby files the following Certificate of Formation with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in this Certificate of Formation are true and correct:

**ARTICLE I
NAME**

The name of this entity (the "Company") shall be: **Super2, LLC**.


**ARTICLE II
TYPE**

The Company is a limited liability company.

**ARTICLE III
PURPOSES**

The nature of the business of the Company and its objects, purposes and powers are as follows:

- (a) To engage in the operation of a retail hair care services business and all other services related or ancillary thereto;
- (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


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any license, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith; and

- (c) 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 Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company 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 IV **DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Certificate of Formation or Operating Agreement.


ARTICLE V **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Company shall be 112 Silverleaf Drive, Pelham, Alabama 35124. The name of the registered agent for service of process on the Company in the State of Alabama at such registered office shall be Adam Terrell.

ARTICLE VI **ORGANIZER**

The name and address of the organizer are as follows:

Brad S. Anderson
Johnston Barton Proctor & Rose LLP
Colonial Brookwood Center
569 Brookwood Village, Suite 901
Birmingham, Alabama 35209


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ARTICLE VII **ADDITIONAL MEMBERS**

The member(s) of the Company (the "Members") reserve the right to admit additional Members subject to the terms and conditions hereof and of the Company's Operating Agreement.

ARTICLE VIII
OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by the Members and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or this Certificate of Formation.

ARTICLE IX
CONTINUATION UPON CESSATION OF MEMBERS

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or the Certificate of Formation.

ARTICLE X
MANAGEMENT

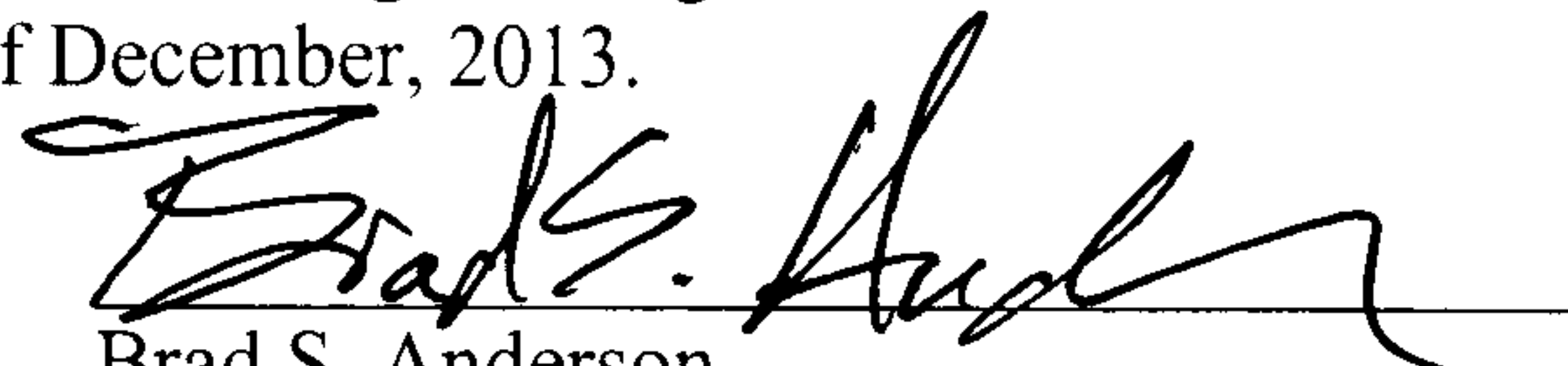
The Company's business and operations shall be managed by a Manager. The name and mailing address of the initial Manager are as follows:

Loladex, LLC
112 Silverleaf Drive, Pelham, Alabama 35124

ARTICLE XI
MEMBERSHIP INTEREST TRANSFER RESTRICTIONS

The Company's parent company anticipates entering into a certain Franchise Agreement with Supercuts, Inc. In the event the Company's parent company enters into said Franchise Agreement, the issuance and assignment of any membership interest in the Company shall be restricted by the terms of said Franchise Agreement.

IN WITNESS WHEREOF, the undersigned organizer has executed this Certificate of Formation on this 10th day of December, 2013.


Brad S. Anderson
Organizer

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Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Super2, LLC

This name reservation is for the exclusive use of Brad S. Anderson, 569
Brookwood Village STE 901, Birmingham, AL 35209 for a period of one year
beginning December 04, 2013 and expiring December 04, 2014

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**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 04, 2013

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State