

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SALON D'SHAW, INC.
File number C 119258

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 25, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hultley*

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SECRETARY OF STATE
STATE OF IDAHO
CORP. #

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ARTICLE TWO: The period of its duration is perpetual.

ARTICLE FOUR: It shall have authority to issue 1,000 shares, all in one class, \$1 par value.

ARTICLE SIX. The number of directors constituting its initial board of directors is one, whose name and address is Dustin D. Shaw 1251 Oakley, Avenue Burley ID 83318.

ARTICLE SEVEN: The name and address of its sole incorporator is Dustin D. Shaw 1251 Oakley Avenue Burley, ID 83318.

ARTICLE EIGHT: The following provisions shall govern the shares and shareholders of the corporation:

a. Only a natural individual can become a shareholder and only if he or she is licensed to practice cosmetology in the State of Idaho, is actively practicing in the State of Idaho, is not an officer, director or shareholder in any other professional corporation, and has accepted an offer of employment with this corporation.

b. The voting rights associated with each share may not be voted by agreement or any other type of arrangement vesting another person with authority to exercise the voting power of any of his or her shares.


c. If any officer, shareholder, agent or employee of the corporation (1) becomes legally disqualified to practice cosmetology within the State of Idaho, (2) accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of service, (3) dies, (4) is adjudicated incompetent, or (5) retires, he or she shall no longer be employed by the corporation and the corporation shall immediately redeem the shares owned by that person unless the person otherwise lawfully transfers his or her shares in compliance with these articles of incorporation, the corporation's bylaws or any buy-sell agreements entered into by the shareholder and approved by the corporation. All employment agreements between the corporation and its employees shall incorporate the provisions of this paragraph.

d. No shareholder may sell or transfer his or her shares except to the corporation or another individual who is eligible to be a shareholder of this corporation. A sale or transfer may be made only after it has been approved by a majority vote at a shareholder's meeting specially called for that purpose. If the corporation has previously passed a bylaw, adopted a resolution, or approved an agreement governing the sale or transfer of shares, it must approve any sale or transfer made in conformity with such bylaw, resolution or agreement. At the shareholder's meeting, the shares of stock held by the shareholder proposing the sale or transfer of his or her shares may not be voted or counted for any purpose, unless all shareholders consent to the voting of his or her stock.

e. The board of directors may adopt bylaws governing the redemption of any shares pursuant to paragraph 8c. The board of directors may also by resolution approve shareholder cross purchase agreements. If no such bylaws, resolutions or agreements are in effect, the corporation shall redeem shares under paragraph 8c at the value the board, after having received competent disinterested advice, determines to be their fair market value.

f. The shareholders shall have no preemptive rights to acquire additional shares of any type.

Dated this 22nd day of April, 1997.



DUSTIN D. SHAW
Incorporator