

Filing and License Fee: \$310.00 minimum

ID Number: 160993



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2007 JAN 12 PM 11:30

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1 2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Sally Beauty Holdings, Inc.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 06/16/2006 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware, 19801

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System Michael E Jones
(Name of Agent) Assistant Secretary

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
SEE ATTACHMENT

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated). SEE ATTACHMENT

	<u>Name</u>	<u>Address</u>
Director	<u>Gary Winterhalter</u>	<u>3001 Colorado Blvd., Denton, TEXAS 76210</u>
Director	<u>James Berges</u>	<u>375 Park Avenue, 18th floor, New York, NY 10152</u>
Director	<u>John Miller</u>	<u>2101 Claire Ct., Glenview, IL 60025</u>
Director	<u>Richard J. Schnell</u>	<u>375 Park Avenue, 18th floor, New York, NY 10152</u>

FILED
JAN 12 2007
By [Signature]
12768

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated). **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
President	Gary Winterhalter	3001 Colorado Blvd., Denton, TEXAS 76210
Vice President	Mark Faulkner	3001 Colorado Blvd., Denton, TEXAS 76210
Treasurer	Gary Robinson	3001 Colorado Blvd., Denton, TEXAS 76210
Secretary	Raal Roos	3001 Colorado Blvd., Denton, TEXAS 76210

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
550,000,000	Common Stock		0.0100

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 142,735,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0% [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

~~Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.~~

Date: January 9, 2007



Signature of Authorized Officer of the Corporation

Raal Roos, Secretary

Type or Print Name of Authorized Officer

**Attachment to Rhode Island
Corporate Purposes**

The nature of the business of the Corporation and its purpose is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation

Officers & Directors

- | | | |
|---|-------------------|---|
| 1 | Full Name: | W. Richard Dowd |
| | Officer/Director: | Officer |
| | Officer's Title: | Sr. VP, Distribution & CIO |
| | Business Address: | 3001 Colorado Blvd. |
| | City: | Denton |
| | State: | TEXAS |
| | ZIP Code: | 76210 |
| 2 | Full Name: | Matthew Haltom |
| | Officer/Director: | Officer |
| | Officer's Title: | Assistant Secretary |
| | Business Address: | 3001 Colorado Blvd. |
| | City: | Denton |
| | State: | TEXAS |
| | ZIP Code: | 76210 |
| 3 | Full Name: | Daniel J. Connors |
| | Officer/Director: | Officer |
| | Officer's Title: | Sr. V.P. of Business Development & Strategic Planning |
| | Business Address: | 3001 Colorado Blvd. |
| | City: | Denton |
| | State: | TEXAS |
| | ZIP Code: | 76210 |
| 4 | Full Name: | Sandy J. Martin |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President of Investor Relations |
| | Business Address: | 3001 Colorado Blvd. |
| | City: | Denton |
| | State: | TEXAS |
| | ZIP Code: | 76210 |

5 Full Name: Kevin Oldham
Officer/Director: Officer
Officer's Title: Vice President of Tax & Assistant Treasurer
Business Address: 3001 Colorado Blvd.
City: Denton
State: TEXAS
ZIP Code: 76210

6 Full Name: Donald J. Gogel
Officer/Director: Director
Officer's Title:
Business Address: 375 Park Avenue, 18th floor
City: New York
State: NY
ZIP Code: 10152

7 Full Name: Bob McMaster
Officer/Director: Director
Officer's Title:
Business Address: 2695 Sandover Rd.
City: Columbus
State: OH
ZIP Code: 43220

8 Full Name: Ed Rabin
Officer/Director: Director
Officer's Title:
Business Address: 179 E. Lake Shore Drive # 102
City: Chicago
State: IL
ZIP Code: 60611

9 Full Name: Walter Metcalfe
Officer/Director: Director
Officer's Title:
Business Address: 211 N. Broadway, Suite 3600
City: St. Louis
State: MO
ZIP Code: 63102

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- 10 Full Name: Kathy Affeldt
Officer/Director: Director
Officer's Title:
Business Address: 164 S. Shore Dr. # 503
City: Hilton Head
State: SC
ZIP Code: 29928
- 11 Full Name: Marshall Eisenberg
Officer/Director: Director
Officer's Title:
Business Address: 2 North La Salle
City: Chicago
State: IL
ZIP Code: 60602
- 12 Full Name: Martha Miller de Lombera
Officer/Director: Director
Officer's Title:
Business Address: Lorenzo de la Hildalga 416 B-12
City: Bosque de Santa FE San Mateo Tlatltenango
State: MEXIC
ZIP Code: 05600 D.F.
- 13 Full Name: Ed Rabin
Officer/Director: Director
Officer's Title:
Business Address: 179 E. Lake Shire Drive # 102
City: Chicago
State: IL
ZIP Code: 60611
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SALLY BEAUTY HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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070034530



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5346916
DATE: 01-11-07