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TRANSMITTAL LETTER

01 JUN -1 AM 11:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300004338753--6
-06/01/01--01105--004
****122.50 *****78.75

SUBJECT: **Pro Nails Academy, Inc.**
(Proposed Corporate Name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation along with a money order in the amount of \$122.50.

FROM: Quang Nguyen
2115 W Colonial Drive
Orlando, FL 32804

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
Pro Nails Academy, Inc.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be:

Pro Nails Academy, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2115 W Colonial Drive
Orlando, FL 32804

ARTICLE III AUTHORIZED STOCK

The Corporation is authorized to issue One Thousand (1,000) Shares, par value One Dollar (\$1.00) per share. The aggregate par value of the Common Shares is One Thousand Dollars (\$1,000).

In the case of any authorization to issue shares of the Corporation of any class, except where the authorization is for the purpose of issuing shares pursuant to any conversion privilege that may hereafter be given, the shares shall, unless otherwise provided by the shareholders vote authorizing their issue, be offered for subscription to the holders of record of all common shares outstanding (on a record date determined by the board of directors) in proportion to the number of shares held by each of them, subject to regulation and adjustment as the board of directors may from time to time determine with a view to avoiding the issuance of fractional shares. If the shareholders vote authorizing the issue of new shares shall so provide, or if the shares are offered for subscription to holders of common shares, and at the expiration of the subscription period any of the shares remain unsubscribed for, then the shares may be issued and sold at any time or from time to time on any terms or conditions, and to such persons, as the board of directors may determine. The shareholders may, when voting to authorize issuance of new shares, waive the rights created by this provision, and the waiver will be binding on all the shareholders of the Corporation.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Quang Nguyen
2115 W Colonial Drive
Orlando, FL 32804

ARTICLE V INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Quang Nguyen
2115 W Colonial Drive
Orlando, FL 32804

Huong Nguyen
2115 W Colonial Drive
Orlando, FL 32804

ARTICLE VI DURATION

The duration of the corporation shall be perpetual.

The undersigned has(have) executed these Articles of Incorporation

the 31 day of MAY, 2001

[Signature]
(Signature, Title)

President

[Signature]
(Signature, Title)

V-President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

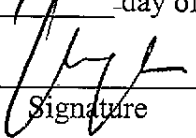
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Pro Nails Academy, Inc.

2, The name and address of the registered agent and office is:

Quang Nguyen
2115 W Colonial Drive
Orlando, FL 32804

I hereby am familiar with and accept the duties and responsibilities as registered agent for Pro Nails Academy, Inc. this 31 day of May 2001.



Signature