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03 APR 25 11:50

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203-10757

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April 9, 2003

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

Enclosed is the original and one (1) copy of the articles of incorporation and a check for:

\$78.75 for filing the Articles of Inc. for Sharmaine's of Belleair, Inc., which includes the filing fee and a certificate for the corporation.

Please return the photocopy to me with the filing date stamped on it

From: Donald C. Knapmeyer
Attorney at Law
413 Cleveland Street
Clearwater, FL 33755
(727) 461-1733



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 15, 2003

DONALD C. KNAPMEYER
413 CLEVELAND STREET
CLEARWATER, FL 33755

SUBJECT: SHARMAINE'S OF BELLEAIR, INC.
Ref. Number: W03000010757

We have received your document for SHARMAINE'S OF BELLEAIR, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6965.

Shannon Elliott
Document Specialist
New Filings Section

Letter Number: 903A00022542

ARTICLES OF INCORPORATION
OF
SHARMAINE'S OF BELLEAIR, INC.

03 APR 25 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FL 32305

ARTICLE I

NAME

The name of the Corporation is "Sharmaines of Belleair, Inc.", and its principal place of business shall be located at 598 Indian Rocks Road, Belleair, FL 33756.

ARTICLE II

CAPITAL STOCK

The Corporation shall have the authority, acting by its Board of Directors, to issue not more than 1,000 shares of no par value common stock.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Lori Fudens, . The address of the initial registered office of the corporation is 598 Indian Rocks Road, Belleair, FL 33756.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator is Donald C. Knapmeyer, Esq., 413 Cleveland Street, Clearwater, Florida 33755.

ARTICLE V

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence corporate existence on the date these Articles of Incorporation are filed with the Florida Secretary of State and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE VI

GENERAL PURPOSE: GENERAL POWERS

The Corporation is a corporation for profit and organized for the following purposes: to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, as the same now exists or same may be hereafter amended.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of the following: Sharmaine Giorgio, 1906 Dunloe Circle, Dunedin, FL 34698 and Lori Fudens, 755 Snug Island, Clearwater, FL 33767. The number of directors may be increased to as many as five (5) in number.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the shareholders and/or the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X

AMENDMENT

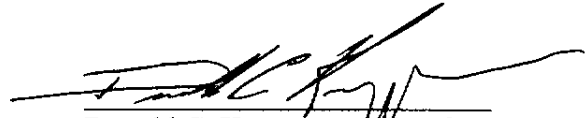
The Shareholder(s) or the Board of Directors reserve the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings and captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned incorporator hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true and hereby sets his name this 9th day of April 2003.

A handwritten signature in black ink, appearing to read 'Donald C. Knapmeyer', is written over a horizontal line.

Donald C. Knapmeyer, Esquire
Incorporator
413 Cleveland Street
Clearwater, Florida 33755
(727) 461-1733

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: Sharmaines's of Belleair, Inc.
2. The name and address of the registered agent and office is:

Lori Fudens

598 Indian Rocks Road

Belleair, Florida 33756

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated

4/8/03



Lori Fudens
Registered Agent

03 APR 25 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA