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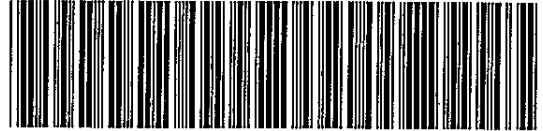
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07/19/04--01019--014 **122.50

FILED
2004 JUL 19 PM 3:55
GALLAHASSEE FLORIDA

15 7/20/04

O'NEILL & O'NEILL SERVICES, INC.

ACCOUNTING, TAX RETURNS AND RELATED SERVICES
1009 21ST STREET NORTH P.O. BOX 50975
JACKSONVILLE BEACH, FL 32240-0975
904-249-3100 PHONE
904-249-2111 FAX

JULY 13, 2004

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

RE: New Filing: XCLUZIVES, INC.

FILED
2004 JUL 19 PM 3:55
TALLAHASSEE FLORIDA
STATE

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced business, and a check in the amount of \$122.50 payable to the Florida Corporate Division.

Please file the Articles and certify and return the copy to us at your earliest convenience.

We appreciate your assistance in this matter.

Very truly yours,

Karen B. O'Neill

Karen B. O'Neill, AS, AS, BA
President, O'Neill and O'Neill Services, Inc.

/kbo
Enclosures

**ARTICLES OF INCORPORATION
of XCLUZIVES, INC.**

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: XCLUZIVES, INC., with a principal address of 115 1st Avenue North, Jacksonville Beach, FL 32250, and a mailing address of 795-G Stokes Landing Road, St. Augustine, FL 32095.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating a hair and nail salon with massage therapy and the sale of retail product or of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation are: Karen B. O'Neill, 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - CORPORATE DIRECTORS

This corporation shall have one (2) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five.

**ARTICLES OF INCORPORATION
of XCLUZIVES, INC.**

The names and addresses of the directors on the initial Board of Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
WALTER JAMES BUTLER	795-G Stokes Landing Road St Augustine, FL 32095
LORI ANN BUTLER	795-G Stokes Landing Road St Augustine, FL 32095

ARTICLE VIII - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

<u>NAME</u>	<u>ADDRESS</u>
WALTER JAMES BUTLER Vice-President - Treasurer	795-G Stokes Landing Road St Augustine, FL 32095
LORI ANN BUTLER President - Secretary	795-G Stokes Landing Road St Augustine, FL 32095

ARTICLE IX - INCORPORATORS

The name and address of each Incorporator signing these articles:

<u>NAME</u>	<u>ADDRESS</u>
LORI ANN BUTLER	795-G Stokes Landing Road St Augustine, FL 32095

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLES OF INCORPORATION
of XCLUZIVES, INC.**

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 13th day of July 2004.

Lori A. Butler
SIGNATURE OF INCORPORATOR
LORI A. BUTLER

**ARTICLES OF INCORPORATION
of XCLUZIVES, INC.**

**CERTIFICATE DESIGNATING REGISTERED AGENT
and PLACE of BUSINESS or DOMICILE for the SERVICE of
PROCESS within FLORIDA, and ACCEPTANCE of AGENT
upon Whom PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

XCLUZIVES, INC., desiring to qualify under the laws of the State of Florida, with principal offices located at 115 1st Avenue North, Jacksonville Beach, FL 32250 and mailing address of 795-G Stokes Landing Road, St Augustine, FL 32095, has named Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250, as its agents to accept service of process within the State of Florida.

Dated: July 13, 2004

Lori A. Butler

XCLUZIVES, INC.

BY: LORI A. BUTLER, President
and Secretary

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Karen B. O'Neill

KAREN B. O'NEILL

Registered Agent for XCLUZIVES, INC.

EXHIBIT "A"

FILED
2004 JUL 19 PM 3:55
TALLAHASSEE FLORIDA