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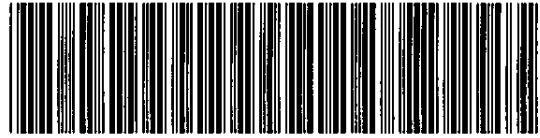
(Business Entity Name)

(Document Number)

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J. BRYAN

JAN 11 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Candi's Cosmetics & Boutique, Inc.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Candi Neuweiler
(Contact Person)

Candi's Cosmetics & Boutique, Inc.
(Firm/Company)

4762 Loughbow Drive
(Address)

Titusville FL 32796
(City, State and Zip Code)

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For further information concerning this matter, please call:

Candi Neuweiler at (321) 271-6545
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

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This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Candi's Cosmetics & Boutique, LLC
(Enter Name of Other Business Entity) #L05000093768

2. The "Other Business Entity" is a LLC
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 09/23/2005
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

n/a

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Candi's Cosmetics & Boutique, Inc.
(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 7 day of January, 20 008.

Signature: Candi Newweiler
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Candi Newweiler Title: President

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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ARTICLES OF INCORPORATION
OF
CANDI'S COSMETICS & BOUTIQUE, INC.

I, the undersigned, hereby subscribe to these Articles of Incorporation, under and by virtue of the laws of the State of Florida for the purpose of creating a corporation, under and pursuant to the following Articles.

ARTICLE I.

CORPORATE NAME

The name of the corporation shall be:

CANDI'S COSMETICS & BOUTIQUE, INC.

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ARTICLE II.

INITIAL MAILING ADDRESS

The principal place of business/mailing address is:

**4762 LONGBOW DRIVE
TITUSVILLE, FL 32796**

ARTICLE III.

PURPOSE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV.

SHARES

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Seven Thousand, Five Hundred shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V.

INITIAL OFFICERS AND/OR DIRECTORS

This corporation shall have two (1) director initially. The number of directors may be increased or diminished from time and time by the Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VI.

REGISTERED AGENT

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

**Candi Neuweiler
4762 Longbow Drive
Titusville, FL 32796**

ARTICLE VII.

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**Candi Neuweiler
4762 Longbow Drive
Titusville, FL 32796**

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ARTICLE VIII.

BOARD OF DIRECTORS

This corporation shall have two (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders but shall never be less than one (1).

ARTICLE IX.

CORPORATE STRUCTURE

In furtherance, and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

1. Subject to such restrictions, if any, as are herein expressed, and such further restrictions, if any, as may be set forth by the Bylaws, the Board of Directors shall have the general management and control of the corporate business affairs, and may exercise all of the powers of the corporation except such as may be expressly conferred upon or reserved to the stockholders by Statute, or by the Articles of Incorporation or Amendment thereto, or by the Bylaws as constituted from time to time.
2. The Bylaws of the corporation shall be adopted by the directors as soon as practicable after the filing of these Articles of Incorporation.
3. The corporation shall have such officers as may be, from time to time, provided in the Bylaws and such officers shall be designated in such manner and shall hold their office for such terms and shall have such powers and duties as may be prescribed by the Bylaws, or as may be determined from time to time by the Board of Directors subject to the Bylaws.
4. No contract or other transaction between the corporation and any other person, firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a member, director or officer, or are members, directors, or officers of such other firm or corporation; and any director or directors, individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation, or in which the corporation is interested; and no contract, act, or transaction with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of this corporation is a party or parties to or have an interest in such contract, act, or transaction, or are in any

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way connected with such person, firm, association or corporation; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may, in any way, be interested; provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to this corporation entering into such act, contract, or transaction.

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ARTICLE X.

CORPORATE STOCK RESTRICTIONS

This corporation shall have the power to include in its Bylaws any regular or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders. The manner in form, as well as the relevant terms, conditions and details hereof shall be determined by the Bylaws of this corporation; provided however, that no such regulatory or restrictive provision shall effect the rights of third parties without actual knowledge thereof, unless such provisions or a notation on the stock certificates indicate that the transfer of shares is restricted, it shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XI.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, on this 8 day of January, 2008.



CANDI NEUWEILER
Signature/Incorporator

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, a Notary Public, personally appeared CANDI NEUWEILER, personally known to me or produced the following photo identification: FL DRIVERS LIC, to me known to be the person described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 8th day of January, 2008.



Linda Ann Harker
Notary Public

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the following is submitted:

That CANDI'S COSMETICS & BOUTIQUE, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, has named CANDI NEUWEILER, located at 4762 Longbow Drive, Titusville, County of Brevard, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Candi Neuweiler
Signature/Registered Agent

1-8-08
Date

Candi Neuweiler
Signature/Incorporator

1-8-08
Date

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