

P 95 0000 4355/

LAW OFFICE
JAMES D. LAMPATHAKIS, P.A.
ATTORNEY AT LAW
1290 MAIN STREET - SUITE E
DUNEDIN, FLORIDA 34698

FILED
1995 MAY 31 AM 11:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

JAMES D. LAMPATHAKIS

May 25, 1995

Florida Department of State
Corporation Division Charter Section
409 E. Gaines St.
Tallahassee, Florida 32399

200001502192
-05/31/95--01071--018
*****70.00 *****70.00

RE: Nail Express, Inc.
Articles of Incorporation

Gentlemen:

Enclosed herewith are the proposed Articles of Incorporation relative to the above, together with a check in the amount of \$70.00 for the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
TOTAL	\$70.00

Please file the articles, and return the stamped copy to me at your earliest convenience.

Thank you for your cooperation in this matter and if you should have any questions, please do not hesitate to contact me.

Sincerely,


James D. Lampathakis, Esq.

JDL/emr

Enclosure

F. CHASSER JUN 7 1995

ARTICLES OF INCORPORATION
OF

NAIL EXPRESS, INC.

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the principal office of this Corporation is: NAIL EXPRESS, INC., 1308 Kingswood Drive, Clearwater, FL 34619.

ARTICLE II. - COMMENCEMENT

This corporation shall commence existing on the date of the filing with the Office of the Secretary of State.

ARTICLE III. - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. - CAPITAL STOCK

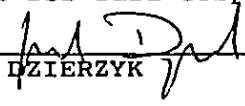
This Corporation is authorized to issue 1,000 shares of One and No/100 (\$1.00) par value common stock, which shall be designated "Common Stock".

ARTICLE V. - INITIAL REGISTERED OFFICE, AGENT AND ACCEPTANCE

The street address of the initial registered office of this Corporation is 1308 Kingswood Drive, Clearwater, FL 34619, and the name of the initial registered agent of this Corporation is JOSEPH DZIERZYK.

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JOSEPH DZIERZYK

FILED
MAY 31 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) Director initially. The names and addresses of said directors are:

NAME	ADDRESS
LORI DZIERZYK	1308 Kingswood Drive Clearwater, FL 34619
JOSEPH DZIERZYK	1308 Kingswood Drive Clearwater, FL 34619

ARTICLE VII. - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
JOSEPH DZIERZYK	1308 Kingswood Drive Clearwater, FL 34619

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 26 day of May, 1995.

JOSEPH DZIERZYK

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSEPH DZIERZYK, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and who has produced FL DL as identification, # D2624493-60-007, expiring on 1/7/1997.

IT WITNESS WHEREOF, I hereunto set my hand and affixed my official seal in the State and County last aforesaid this 26 day of May, 1995.

(SEAL)

Frances Hill
NOTARY PUBLIC, State of Florida

My commission expires:

Printed name

Serial /Commission#

FRANCES HILL
Notary Public, State of Florida
My comm. expires Sept. 25, 1998
Comm. No. CC 409485

FILED
MAY 31 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000043551

LAW OFFICES
of
JAMES D. LAMPATHAKIS, P.A.

1200 MAIN STREET
SUITE E
DUNEDIN, FLORIDA 34608

JAMES D. LAMPATHAKIS



FILED
97 MAR -3 AM 8:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA
(013) 455-2000

February 26, 1997

200002102682--6
-03/03/97--01107--012
*****35.00 *****35.00

Florida Department of State
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, Florida 32314

RE: Change of Registered Agent
NAIL EXPRESS, INC.

Gentlemen:

Enclosed herewith is the State of Change of Registered Office of Registered Agent or Both for Corporation referenced above along with our check in the amount of \$35.00.

Thank you for your cooperation in this matter and if you should have any questions, please do not hesitate to contact me.

Sincerely,

JAMES D. LAMPATHAKIS, P.A.

[Signature]
James D. Lampathakis, Esq.

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enc.

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RA Chg.

MAR 6 1997

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OF REGISTERED
AGENT OR BOTH FOR CORPORATION**

Pursuant to the provisions of section 607.0502, 617.0502, 607.1506 or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: Nail Express, Inc.
- 1b. Date of incorporation: May 31, 1995
Document number: P95000043551
2. The name and address of the current registered agent and office: Lori Dzierzyk, 1308 Kingswood Drive, Clearwater, Florida 34619.
3. The name and address of the new registered agent and office:

Lynda Broyle (P.O. Box Not Acceptable)
10764 126th Ave. North Largo Fla. 32728

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Lynda Broyle
SIGNATURE

2/18/97
DATE

LYNDA BROYLE - President
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Lynda Broyle
DATE 2/18/97 (Registered Agent)

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

FILED
97 MAR -3 AM 8:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA