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Requestor's Name
Address
City State ZIP Phone

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CORPORATION(S) NAME

Tattoo Alternatives inc.



Empire Toll Free: 1-800-432-3028

RECEIVED
00 JUL 12 PM 9:28
JUL 13 AM 11:33
DEPARTMENT OF BANKING AND FINANCE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

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CERTIFIED COPY

ARTICLES OF INCORPORATION

of

TATTOO ALTERNATIVES INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

TATTOO ALTERNATIVES INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Brett Bernstein</u>		
ADDRESS	<u>22275 Rushmore Place</u>		
CITY	<u>Boca Raton</u>	FLORIDA	ZIP <u>33428</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>TATTOO ALTERNATIVES INC c/o Brett Bernstein</u>		
ADDRESS	<u>22275 Rushmore Place</u>		
CITY	<u>Boca Raton</u>	FLORIDA	ZIP <u>33428</u>

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00 JUL 13 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

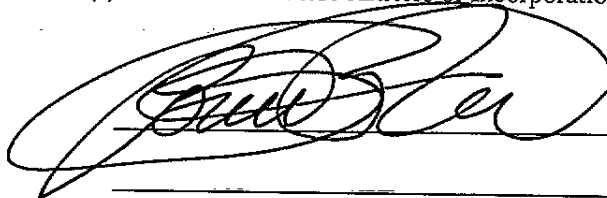
NAME	BRETT BERNSTEIN		
ADDRESS	22275 RUSHMORE PL.		
CITY	BOCA RATON	STATE	FL ZIP 33428
NAME	SY GLUSKIN		
ADDRESS	5946 PARKWALK CIRCLE W		
CITY	BOYNTON BEACH	STATE	FL ZIP 33437
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Brett Bernstein		
ADDRESS	22275 RUSHMORE PL		
CITY	BOCA RATON	STATE	FL ZIP 33428
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this Twelfth day of JULY, 2000 July 12, 2000



(Seal)

(Seal)

(Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

TATTOO ALTERNATIVES INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 22275 RUSHMORE PLACE

BOCA RATON FL 33428

has named BRETT BERNSTEIN

located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.


(registered agent)

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00 JUL 19 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA