

Crowe & McDuffie, Accountants
301 East Hickory Avenue
Greenville, Florida 32536-2737

Telephone (850) 682-4357

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PO00000070353
May 20

Honorable Katherine Harris
Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0001

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-05/23/00--01005--008
*****78.75 *****78.75

Re: Articles of Incorporation
Ashtin's, Incorporated

Dear Ms. Harris:

Enclosed is the original and one copy of the Articles of Incorporation of Ashtin's, Incorporated. A check in the amount of \$78.75 is also enclosed for the cost of filing.

Thank you for your courtesy in this matter.

Sincerely,

Michael S. McDuffie
Michael S. McDuffie

MSM/bl
Enclosures

FILED
00 JUL 24 PM 4:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. VARNADORE "11" 4 2000
OB-13629

Crowe & McDuffie, Accountants
301 East Hickory Avenue
Crestview, FL 32536

Phone: (850) 682-4357

Fax: (850) 689-8832

July 21, 2000

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

Attn: Roseann

RE: Ashtin's, Incorporated

Dear Roseann:

We received your rejection letter on Ashtin's, Incorporated indicating that there was another corporation in Lakeland, FL with a similar name (Ashton, Inc.).

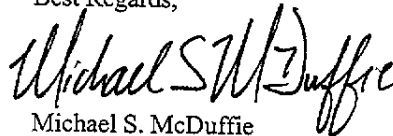
I spoke with a lady from your office today, and she advised me that we could use the name as originally proposed since it is spelled differently. However, she did caution me that the other company *may* complain about name infringement. Because our company is in Crestview (near Pensacola) and will serve only the local community as a beauty and tanning salon, we will deal with a name change if it ever becomes an issue.

Based on my conversation with the lady at your office today, please re-process our Articles of Incorporation using our original name of Ashtin's, Incorporated.

Thank you very much for your assistance and your favorable response to this request.

Please call me if you have any questions or comments.

Best Regards,


Michael S. McDuffie

Offices also at: 118 73rd Street North
Birmingham, AL 35206

Phone: (205) 833-5482



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 26, 2000

CROWE & MCDUFFIE, ACCOUNTANTS
MICHAEL S. MCDUFFIE
301 E. HICKORY AVE.
CRESTVIEW, FL 32536-2737

SUBJECT: ASHTIN'S, INCORPORATED
Ref. Number: W00000013629

We have received your document for ASHTIN'S, INCORPORATED 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 487-6930.

Carolyn Gurr
Document Specialist

Letter Number: 900A00030177

ARTICLES OF INCORPORATION
OF
ASHTIN'S, INCORPORATED

FILED
00 JUL 24 PM 4:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

NAME: The name of this corporation is ASHTIN'S, INCORPORATED and the principal place of business shall be 770 Industrial Drive Crestview, FL 32539.

ARTICLE II.

DURATION: The corporation shall exist perpetually.

ARTICLE III.

PURPOSE: The purpose or purposes for which this corporation is organized is to engage in operating a beauty and tanning salon and/or any activity or business permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. Its goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes. Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

ARTICLE IV.

CAPITAL STOCK: The amount of capital stock authorized by the corporation shall be one thousand (1,000) shares of common stock with a par value of one (\$1.00) Dollar per share. The whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V.

INITIAL CAPITAL: The amount of capital stock with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI.

SHAREHOLDER'S RIGHTS: Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII.

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

INITIAL REGISTERED OFFICE: The street address of the initial registered office of this corporation in the State of

Florida is 770 Industrial Drive, Crestview, Florida 32539.

The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE IX.

INITIAL REGISTERED AGENT: The initial registered agent of this corporation is Jay A. Terrell.

ARTICLE X.

INITIAL DIRECTORS AND OFFICERS: This corporation shall have TWO (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial Directors and Officers are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
Jay A. Terrell	P. O. Box 351 Crestview, FL 32536	President
Brandi F. Terrell	P. O. Box 351 Crestview, FL 32536	Secretary/ Treasurer

ARTICLE XI.

INCORPORATION: The name and address of the incorporator signing these Articles of Incorporation is Jay A. Terrell, whose address is P. O. Box 351, Crestview, Florida 32536.

ARTICLE XII.

CUMULATIVE VOTING: At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes

as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

BY-LAWS: The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV:

SECTION 1244 STOCK: It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XV:

AMENDMENTS: 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 shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.



Jay A. Terrell

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:

First that ASHTIN'S, INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 770 Industrial Drive, Crestview, Florida 32539, has named Jay A. Terrell, as its agent to accept service of process within Florida.

Dated this 9th day of May, 2000.


Jay A. Terrell

00 JUL 24 PM 4:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ACKNOWLEDGMENT

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


Jay A. Terrell