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COOKY'S HEAVENLY NAILS & BOUTIQUE INC  
3380 SOUTH PARK AVENUE SUITE #1  
TITUSVILLE, FLORIDA 32780

NOVEMBER 15, 2000

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32301

100003470891--6  
-11/20/00--01130--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: COOKY'S HEAVENLY NAILS & BOUTIQUE INC

DEAR SIR:

ENCLOSED PLEASE FIND THE FOLLOWING

1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$122.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE UNDERSIGNED.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,

COOKY'S HEAVENLY NAILS & BOUTIQUE INC

DELMAT MARTINEZ

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00 NOV 20 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Feb 11/21

**ARTICLES OF INCORPORATION OF**

COOKY'S HEAVENLY NAILS & BOUTIQUE INC

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I. NAME**

THE NAME OF THE CORPORATION SHALL BE:  
COOKY'S HEAVENLY NAILS & BOUTIQUE INC

**ARTICLE II. DURATION**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

**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 5000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

**ARTICLE V. INITIAL REGISTRATION AGENT AND STREET ADDRESS**

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:  
LOUIS VENUTI  
131 B HARRISON STREET  
TITUSVILLE, FLORIDA 32780

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES VI. INCORPORATORS AND INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO INCORPORATORS AND TWO BOARD OF DIRECTOR MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT NEVER SHALL BE LESS THAN ONE. THE NAMES AND ADDRESSES OF THE INCORPORATORS OF THIS CORPORATION ARE:

RAUL MARTINEZ  
1721 WATROUS DRIVE  
TITUSVILLE, FLORIDA 32780

DELMA I MARTINEZ  
1721 WATROUS DRIVE  
TITUSVILLE, FLORIDA 32780

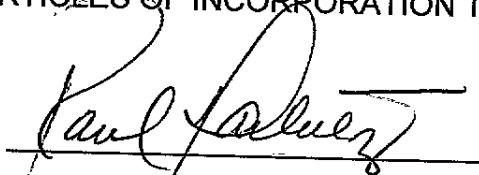
ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT 3380 SOUTH PARK AVENUE SUITE#1, TITUSVILLE, FLORIDA 32780, AND THE MAILING ADDRESS OF THE CORPORATION IS THE SAME.

ARTICLE VIII. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR APPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 15TH DAY OF NOVEMBER 2000.

  
RAUL MARTINEZ

  
DELMA I MARTINEZ

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

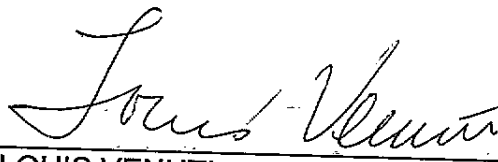
PURSUANT TO THE PROVISIONS 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:  
COOKY'S HEAVENLY NAILS & BOUTIQUE INC

THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE  
IS:

LOUIS VENUTI  
131 B HARRISON STREET  
TITUSVILLE, FLORIDA 32780

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



LOUIS VENUTI  
NOVEMBER 15, 2000

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00 NOV 20 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA