

Law Offices of
ROBERT N. HEATH, P.A.

Attorney at Law
4300 Bayou Boulevard Suite 7
Post Office Box 13543
Pensacola, Florida 32591
www.heathlaw.com

Board Certified Civil Trial Lawyer
Diplomate, National Board of Trial Advocacy
Certified Civil Trial Mediator

Phone (850) 475-0901
Facsimile (850) 475-0909
email: rheath@heathlaw.com

November 29, 2000

PC0000011545

VIA AIRBORNE EXPRESS

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

EFFECTIVE DATE
11/27/00

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-11/30/00--01071--003
*******78.75 *****78.75**

RE: Articles of Incorporation for Nails By Lynn, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Nails By Lynn, Inc. for filing with your office. Also enclosed is our firm check in the amount of \$78.75 representing filing fee and one certified copy of the Articles of Incorporation. Please forward the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Sincerely,


Lisa M. Durbin
Legal Assistant to
ROBERT N. HEATH, JR.

FILED
00 NOV 30 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/lmd
Enclosures


12/5

EFFECTIVE DATE
11/27/00

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NAILS BY LYNN, INC.

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME & ADDRESS

The name of this corporation is NAILS BY LYNN, INC. and the address of the corporation is 913 Gulf Breeze Parkway, Suite 32, Gulf Breeze, FL 32561.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL REGISTERED AGENT

The name and address of this corporation's initial registered agent is Lillian Ann Cruz, 913 Gulf Breeze Parkway, Suite 32, Gulf Breeze, FL 32561.

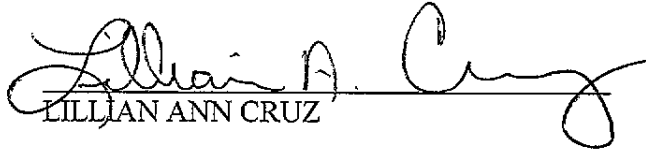
ARTICLE VII - INITIAL BOARD OF DIRECTORS

The directors of the corporation shall be elected or appointed as set forth in the Bylaws of the corporation. The number of directors constituting the initial board of directors is, Lillian Ann Cruz President, 1411 Soundview Trail, Gulf Breeze, FL 32561, Jacobo Antonio Cruz Vice-President, 1411 Soundview Trail, Gulf Breeze, FL 32561 and Anna Gardner Secretary/Treasurer, 401 North "N" Street, Pensacola, FL 32501.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Lillian Ann Cruz, 913 Gulf Breeze Parkway, Suite 32, Gulf Breeze, FL 32561.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27 day of November, 2000.

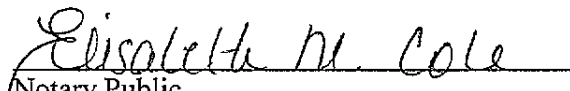

LILLIAN ANN CRUZ

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Lillian Ann Cruz, to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 27 day of November, 2000.


Notary Public
My Commission Expires:

ELISABETH M. COLE
Notary Public-State of FL
Comm. Exp. Dec. 27, 2002
Comm. No. CC 789175

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

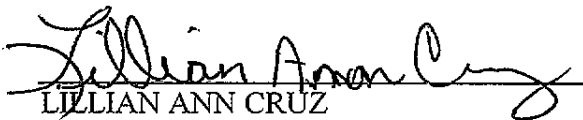
**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE
OF FLORIDA.**

1. The name of the corporation is NAILS BY LYNN, INC.
2. The name and address of the registered agent and office is:

Lillian Ann Cruz
913 Gulf Breeze Parkway, Suite 32
Gulf Breeze, FL 32561

FILED
00 NOV 30 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent 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.


LILLIAN ANN CRUZ

Dated; 11-27-00