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Law Office
of

Suzanne C. Quiñónez, P.A.

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2747 BLANDING BLVD., SUITE 104, MIDDLEBURG,
P.O. BOX 130, MIDDLEBURG, FL 32050-0130

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 4, 2000

Secretary of State
State Department, Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

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***122.50 ***78.75

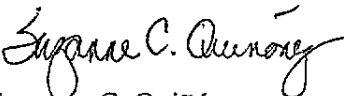
Dear Secretary:

Enclosed for filing are the Articles of Incorporation for Fantasy Tattoo & Piercing Shop Inc., along with the acceptance by John David Johnson as the registered agent. Once filed, please return a certified copy of the Article of Incorporation to me at the address listed above.

Enclosed in payment of the \$35.00 filing fee, \$35.00 registered agent fee, and \$52.50 certified copy fee, is a firm check in the amount of \$122.50.

Also enclosed is a prepaid Federal Express envelope for the return of the Articles of Incorporation.

Sincerely,


Suzanne C. Quiñónez

904-282-6022 TELEPHONE

904-282-6076 FAX

SCQUINONEZ@AOL.COM

ARTICLES OF INCORPORATION
OF
FANTASY TATTOO & PIERCING SHOP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name of Corporation

Fantasy Tattoo & Piercing Shop, Inc.

ARTICLE II
Business of Corporation

The corporation may engage in the business of administering body piercing and permanent and temporary body tattoos and may also engage in any other lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
Capital Stock

The maximum number of shares of capital stock this corporation is authorized to have outstanding at any one time shall be two thousand (2000) shares of common stock having a par value of One Dollar (\$1.00) per share. The common stock shall be entitled to one vote per share.

ARTICLE IV
Preemptive Rights

No stockholder shall have any preemptive right to purchase new stock or any type of stock of this corporation.

ARTICLE V
Corporate Existence

The existence of this corporation shall commence at 12:01 A.M. on December 1, 2000, and thereafter it shall have

perpetual existence.

ARTICLE VI
Principal Place of Business

The address of the principal business office of the corporation shall be 4213 C.R. 218, # 2, Middleburg, FL 32068, and the mailing address of the corporation shall be 4213 C.R. 218, #2, Middleburg, FL 32068.

ARTICLE VII
Resident Agent

The street address of the corporation's initial registered office is 3995 Inglewood Drive, Middleburg, FL 32068 and the initial registered agent at that office is John David Johnson, Jr., whose acceptance is set forth at the end of these Articles.

ARTICLE VIII
Board of Directors

The initial Board of Directors shall consist of one director and the name and address of the person who is to serve as the member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
John David Johnson, Jr.	3995 Inglewood Dr. Middleburg, FL 32068

The number of directors may be changed from time to time by the By Laws.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X
COMPENSATION


The board of directors shall have the power to set the amount, if any, of the compensation to be paid to the directors of the corporation.

ARTICLE XI
Incorporation

The name and street address of the person signing these Articles of Incorporation as incorporator are as follows:

<u>Name</u>	<u>Address</u>
John David Johnson, Jr.	3995 Inglewood Dr. Middleburg, FL 32068

The undersigned, being the original incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly, has hereunto set his hand and seal this 1st day of December, 2000.



John David Johnson, Jr.,
Incorporator

STATE OF FLORIDA)

) ss.

COUNTY OF CLAY)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On this 16th day of December, 2000, personally appeared

before me John David Johnson, Jr., party to the foregoing

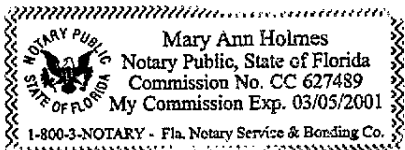
Articles of Incorporation of Fantasy Tattoo & Piercing Shop,

Inc., () who is well known to me or who produced

FL Drivers Lic as identification and who did not take an
oath, and who acknowledged said Articles to be his act and deed.

NOTARY PUBLIC

Mary Ann Holmes
Signature



Mary Ann Holmes
Typed, Printed, or Stamped
State of Florida at Large
My Commission expires:

Acceptance of Designation

The undersigned, John David Johnson, Jr., hereby
accepts appointment as registered agent of Fantasy Tattoo &
Piercing Shop, Inc. and does hereby state that he is familiar
with, and accepts, the obligations of such position.

Done this 1st day of December, 2000.

John David Johnson Jr.
John David Johnson, Jr.