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FILED

Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

01 JAN 29 PM 2: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE 727 559-8505
FACSIMILE 585-9184

NOTARY PUBLIC

January 26, 2001

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

TRANSMITTAL LETTER

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*****78.75 *****78.75

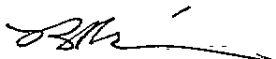
SUBJECT: ACES & EIGHTS TATTOOS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, SW, Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

24 1/29/01

ARTICLES OF INCORPORATION

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The undersigned incorporators, for the purpose of forming a corporation under the **FLORIDA BUSINESS CORPORATION ACT**, hereby adopts the following Articles of Incorporation.

CLERK OF THE CLERK OF THE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

ACES & EIGHTS TATTOOS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**6846 Park Blvd.
Pinellas Park, FL 33781**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One Thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Paul Wyandt
6846 Park Blvd.
Pinellas Park, FL 33781
727/ 547-9640**

ARTICLE V

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

PAUL WYANDT
Director

6846 Park Blvd.
Pinellas Park, FL 33781

The undersigned incorporators have executed these Articles of Incorporation this 26
day of January, 2001.



PAUL WYANDT
Director

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

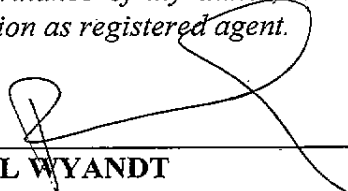
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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Aces & Eights Tattoos, Inc.
2. The name and address of the registered agent and office is:

PAUL WYANDT
6846 Park Blvd.
Pinellas Park, FL 33781
727/ 547-9640

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.



PAUL WYANDT

This 26 day of January 2001.