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PRO FILES NAIL GALLERY, INC.
3512 DELPRADO BLVD.
CAPE CORAL, FLORIDA 33904

(941) 549-6245

MARCH 5, 2001

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P O Box 6327
TALLAHASSEE, FL 32301

800003954318--9
-03/15/01--01069--012
122.50 **78.75

DEAR SIR OR MADAM:

AS INCORPORATOR OF THE ABOVE NAMED CORPORATION, I AM REQUESTING A
CHARTER FROM THE STATE OF FLORIDA IN ORDER TO START A BUSINESS AS A
CORPORATION IN FLORIDA.


ENCLOSED ARE THE FOLLOWING PAPERS, TOGETHER WITH MY CHECK

- A. ORIGINAL AND ONE COPY OF CERTIFICATE OF INCORPORATION FOR
FILING AND APPROVAL BY YOUR OFFICE.
- B. CERTIFICATE OF REGISTERED AGENT;
- C. CHECK TO COVER FEES AND COSTS IN THE AMOUNT OF \$122.50.

\$35.00 TO FILE CERTIFICATE
\$52.50 FOR CERTIFIED COPY
\$35.00 FOR REGISTERED AGENT DESIGNATION

PLEASE RETURN THE CERTIFIED COPY AS SOON AS POSSIBLE.

VERY TRULY YOURS,


TRACI L. DUNGAN
INCORPORATOR
PRO FILES NAIL GALLERY, INC.

ENCLOSURE

01 MAR 15 PM 1:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14
3/19/01

FILED

01 MAR 15 PM 1:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PRO FILES NAIL GALLERY, INC.

ARTICLE I. CORPORATION NAME

THE NAME OF THE CORPORATION IS:

PRO FILES NAIL GALLERY, INC.

THE ADDRESS OF THE CORPORATION IS:

3512 DELPRADO BLVD.,
CAPE CORAL, FLORIDA 33904

ARTICLE II. NATURE OF BUSINESS AND POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS AS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS 1,000 SHARES OF COMMON STOCK WITH A PAR VALUE OF \$1. (ONE DOLLAR) PER SHARE.

ARTICLE IV. TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING UPON ISSUANCE OF THE CERTIFICATE OF INCORPORATION FROM THE SECRETARY OF STATE.

ARTICLE V. REGISTERED AGENT AND INITIAL
REGISTERED OFFICE

THE REGISTERED AGENT AND THE STREET ADDRESS OF THE INITIAL
REGISTERED OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA
SHALL BE:

TRACI L. DUNGAN
1122 S. E. 32ND TERRACE
CAPE CORAL, FLORIDA 33904

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED
OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE
NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO
TIME BY BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE
LESS THAN ONE.

ARTICLE VII. INITIAL DIRECTORS

THE NAME OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THE
STREET ADDRESS IS:

TRACI L. DUNGAN
1122 S. E. 32ND TERRACE
CAPE CORAL, FL 33904

AMI M. MCCLURE
707 S. E. 16TH PLACE,
#103B
CAPE CORAL, FL 33990

THE PERSONS NAMED AS THE INITIAL DIRECTORS SHALL HOLD OFFICE FOR
THE FIRST YEAR OF EXISTENCE OF THIS CORPORATION OR UNTIL THEIR
SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED,
WHICHEVER OCCURS FIRST.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS THE INCORPORATOR IS:

TRACI L. DUNGAN
1122 S. E. 32ND TERRACE
CAPE CORAL, FL 33904

ARTICLE IX. AMENDMENT

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 STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY AT LEAST A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HAS EXECUTED THE FOREGOING ARTICLES OF INCORPORATION ON THIS 6 DAY OF March, 2001.



TRACI L. DUNGAN
INCORPORATOR

BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED TRACI L. DUNGAN WHO KNOWN TO BE THE PERSON DESCRIBED AS INCORPORATOR AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON THIS 6th DAY OF March, 2001.

MY COMMISSION EXPIRES:



NOTARY PUBLIC

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES
AS REGISTERED AGENT FOR PRO FILES NAIL GALLERY, INC.



TRACI L. DUNGAN
REGISTERED AGENT


BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED TRACI L.
DUNGAN, TO ME KNOWN TO BE THE PERSON DESCRIBED AS REGISTERED
AGENT AND WHO EXECUTED THE FOREGOING INSTRUMENT AND HE
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME.

WITNESS, MY HAND AND OFFICIAL SEAL THIS 6th DAY OF
March, 2001.

MY COMMISSION EXPIRES:



NOTARY PUBLIC

 Eleanor Jane Funk
My Commission CC688023
Expires October 12, 2001

01 MAR 15 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED

01 MAR 15 PM 1:51

PRO FILES NAIL GALLERY, INC.
3512 DELPRADO BLVD.
CAPE CORAL, FLORIDA 33904

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

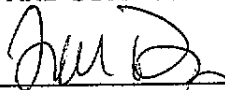
FIRST: THAT PRO FILES NAIL GALLERY, INC., IS DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 3512 DELPRADO BLVD., CAPE CORAL, STATE OF FLORIDA 33904,
HAS NAMED TRACI L. DUNGAN, LOCATED AT 1122 S. E. 32ND TERRACE, CAPE
CORAL, FLORIDA 33904, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.



TRACI L. DUNGAN

3/07/2001
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



TRACI L. DUNGAN
REGISTERED AGENT

3/07/2001
DATE