

P02000016682

Steven Adams & Associates

8662 N.W. 44 Street, Sunrise, FL 33351-6006

954-741-0400

February 7, 2002

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

100004901241--1  
-02/12/02--01016--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: NAILFINITY, INC.

Dear Sir or Madam

Enclosed find check in the amount of

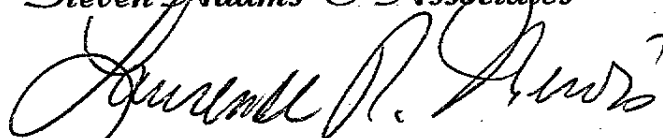
SEVENTY EIGHT AND 75/100 DOLLARS (\$78.75)

as filing fee for the corporate documents enclosed.

Any questions, call us.

Very truly yours,

*Steven Adams & Associates*



Laurence R. Mervis  
President

FILED  
02 FEB 11 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Complete Insurance Service

Toll Free: 800-393-8444

FAX: 954-741-7600

E-Mail: AMervis@aol.com

CB 2-13

***CERTIFICATE OF INCORPORATION***

**OF**

**NAILFINITY, INC.**

**FILED**

**02 FEB 11 PM 2:55**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certification of Incorporation; and to that end we do, by this Certification, set forth:**

**ARTICLE I**

**The name of this corporation (which is hereinafter called the "corporation") is:**

**NAILFINITY, INC.**

**ARTICLE II**

**The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:**

**(a) to solicit, pursue, sell, renew and own all rights and vesting to all types of mercantile sales allowed to be written under the laws of the State of Florida. To train and finance and provide education for various and multiple types of persons, individual and groups necessary to the mercantile sales industry. To encourage and finance locations in the State of Florida for the pursuit of the Corporation in the Mercantile Sales Industry.**

(b) to subscribe for, invest in, purchase or otherwise acquire, to own, hold, exchange, pledge or otherwise dispose of securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidence of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue or commission, subscribe for, take, acquire, hold , exchange and

**deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.**

**(d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.**

**(e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction.**

**(f) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.**

**(g) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.**

**(h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds, and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business; to have all the powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.**

**(i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied.**

### **ARTICLE III**

The Stock of this Corporation shall be divided into Seven Thousand Five Hundred (7,500) shares of stock of the par value of One Dollar (\$1.00) per share, all of one class, namely, Common Stock, and having an aggregate par value of Seven Thousand Five Hundred Dollars (\$7,500.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

### **ARTICLE IV**

The amount of capital with which this Corporation shall begin business shall be no less than One Hundred Dollars (\$100.00).

### **ARTICLE V**

The principal place of business of the Corporation shall be at  
8662 N. W. 44th Street, Sunrise, Florida,  
with the privilege of having branch offices within and without the State of Florida.

### **ARTICLE VI**

This Corporation shall have perpetual existence.

## **ARTICLE VII**

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

Eliran Saada, Director  
8662 N. W. 44th St.  
Sunrise, FL 33351-6006

Guy Hayun, Director  
8662 N. W. 44th St.  
Sunrise, FL 33351-6006

, Director

## **ARTICLE VIII**

The number of directors of the Corporation shall be not less than two (2) nor more than fifteen (15).

## **ARTICLE IX**

The names and post office addresses of the President, Secretary, and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

Eliran Saada	President
8662 N. W. 44th St.	
Sunrise, FL 33351-6006	

Vice President

### Secretary/Treasurer

8662 N. W. 44th St.  
Sunrise, FL. 33351-6006



**ARTICLE X**

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

Eliran Saada 1,800 Shares  
8662 N. W. 44th St.  
Sunrise, FL 33351-6006

Guy Hayun 1,800 Shares  
8662 N. W. 44th St.  
Sunrise, FL. 33351-6006

Shares

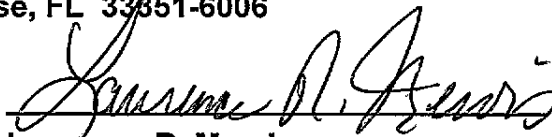
Corporate Reserves 3,900 Shares

TOTAL SHARES: 7,500 SHARES,  
all of the proceeds of which will amount to at least \$7,500.00.

**ARTICLE XI**

The registered agent shall be

Laurence R. Mervis  
8662 N. W. 44th St.  
Sunrise, FL 33351-6006

 (Seal)  
Laurence R. Mervis

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledged to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, this fourth day of February, 2002.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

COUNTY OF BROWARD            )  
  )     SS: NAILFINITY, INC.  
STATE OF FLORIDA            )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared

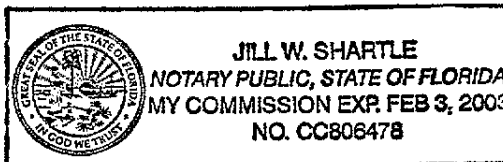
Eliran Saada  
Guy Hayun

and each severally acknowledged before me that they signed the foregoing Certificate of Incorporation for the purposes therein expressed.

WITNESS MY HAND and official seal at the City of Sunrise, County of Broward, State of Florida, this 4th day of February, 2002.

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My commission expires



# 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

NAILFINITY, INC.

2. The name and address of the registered agent and office is:

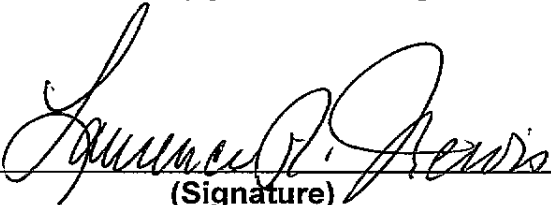
Laurence R. Mervis  
(Name)

8662 N. W. 44th St.  
(P. O. Box not acceptable)

Sunrise, FL 33351-6006  
(City/State/ZIP)

FILED  
02 FEB 11 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept the 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.*

  
(Signature)

02/04/2002  
(Date)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314