CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 370 • 1-800-342-8062 • Fax (850) 222-1222 Shapes and Shades Personal 400004917714--6 -02/14/02--01003--006 *****78.75 *****78.75 Art of Inc. File_ LTD Partnership File_ Foreign Corp. File_ L.C. File_ Fictitious Name File Trade/Service Mark_ Merger File_ Art. of Amend. File RA Resignation_ Dissolution / Withdrawal_ Annual Report / Reinstatement_ Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status

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ARTICLES OF INCORPORATION OF SHAPES AND SHADES PERSONAL IMAGE CENTER, INC.

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Oration for Articles of

The undersigned, acting as sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Shapes And Shades Personal Image Center, Inc.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purpose for which the corporation is organized shall be:

- (1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
- (2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is ONE HUNDRED THOUSAND (100,000) shares, which shall be designated as Common Shares with a par value of one cent (\$.01) per share.

ARTICLE V - INITIAL REGISTERED OFFICE, PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The initial street address of the registered office of the corporation in the State of Florida and the principal place of business for the corporation is 1772 Sparkling Water Circle, Ocoee, Florida 34761. The name of the initial registered agent of the corporation at such address is Robert A. Long.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of the corporation shall be two.
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified are:

Name	Address
Robert A. Long	1772 Sparkling Water Circle Ocoee, FL 34761
Rebecca S. Long	1772 Sparkling Water Circle Ocoee, FL 34761

ARTICLE VIII - BY-LAWS

The name and street of the incorporator of the corporation is:

Name
Address

Robert A. Long
1772 Sparkling Water Circle
Ocoee, FL 34761

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this <u>31</u> day of <u>TANUARY</u>, 2002.

Robert a. Long

STATE OF FLORIDA

) S.S.:

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this day of 2002.

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, ROPELT A. LONG, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligation imposed pursuant to SS 607.325 of the Florida General Corporation Act.

Robert a Long

