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LAINA S. THOMPSON NAIL SPECIALIST, INC.
2205 S. E. 8TH PLACE
CAPE CORAL, FLORIDA 33990

February 11, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

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-02/21/02--01046--026
****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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 21 AM 9:29

Please return the certified copy as soon as possible.

Very truly yours,



Laina S. Thompson
Incorporator
Laina S. Thompson Nail Specialists, Inc.

enclosure

2-26-02
WC

**ARTICLES OF INCORPORATION
OF
LAINA S. THOMPSON NAIL SPECIALIST, INC.**

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DIVISION OF CORPORATIONS
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ARTICLE I. CORPORATION NAME

The name of the corporation is: **LAINA S. THOMPSON NAIL SPECIALIST, INC.**

The address of the corporation is:

**2205 S. E. 8TH PLACE
CAPE CORAL, FLORIDA 33990**

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 \$1.00 (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:

LAINA S. THOMPSON
2205 S. E. 8TH PLACE
CAPE CORAL, FLORIDA 33990

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 one (1) director 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 DIRECTOR

The name of the initial director of this Corporation and their street address:

LAINA S. THOMPSON
2205 S. E. 8TH PLACE
CAPE CORAL, FLORIDA 33990

The persons named as the initial director 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:

LAINA S. THOMPSON
2205 S. E. 8TH PLACE
CAPE CORAL, FLORIDA 33990

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.

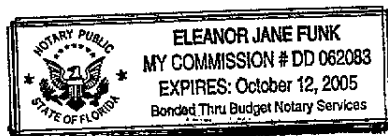
IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 15th day of February, 2002.


LAINA S. THOMPSON
INCORPORATOR

BEFORE ME, a Notary Public, personally appeared Laina S. Thompson, here, to me known to be the person or has shown FL Drivers Lic as T512537809540 identification 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 15th day of February, 2002.

My commission expires:


NOTARY PUBLIC



I hereby am familiar with and accept the duties and responsibilities as Registered Agent for Laina S. Thompson Nail Specialist, Inc.

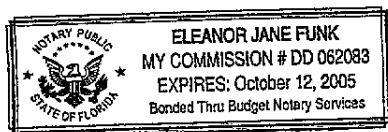

LAINA S. THOMPSON
REGISTERED AGENT

BEFORE ME, a Notary Public, personally appeared Laina S. Thompson, to me known to be the person or has shown FL Drivers license identification and described as T 512537809540 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 15th day of February, 2002.

My Commission Expires:


NOTARY PUBLIC



LAINA S. THOMPSON NAIL SPECIALIST, INC.
2205 S .E 8TH PLACE
CAPE CORAL, FLORIDA 33990

**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 Laina S. Thompson Nail Specialist, Inc., is desiring to organize
or qualify under the laws of the State of Florida with its principal place of business at 2205
S. E. 8th Place, Cape Coral, Florida 33990, has named Laina S. Thompson, of 2205 S. E.
8th Place, Cape Coral, Florida 33990, as its agent to accept service of process within
Florida.


Laina S. Thompson

2/15/02
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 21 AM 9:29

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.


Laina S. Thompson
Registered Agent

2/15/02
Date