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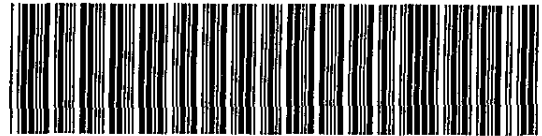
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T.B.

Law Office

Brian A. Burden, P.A.

P.O. Box 767
Tampa, FL 33601-0767

(813) 254-7471
Fax (813) 254-7344

Robin McCormick
Legal Assistant

7 February 2003

VIA OVERNIGHT DELIVERY

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

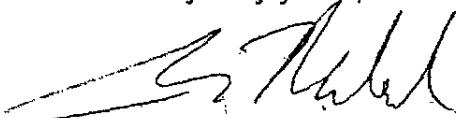
Re: **Articles of Incorporation of Caroline's Nail & Skin, Inc., Inc.**
Our File No. 4585

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation of Caroline's Nail & Skin, Inc., Inc. to be filed and a check for the filing fee in the amount of \$70.00. Please return a copy of the filed articles in the enclosed envelope.

Thank you for your assistance.

Very truly yours,



Robin G. McCormick
Legal Assistant

Enclosures

ARTICLES OF INCORPORATION
OF
CAROLINE'S NAIL & SKIN CARE, INC.

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

Article I

The name of the corporation shall be Caroline's Nail & Skin, Inc.

Article II

The mailing address of the principal office of the corporation shall be:

4015 S. West Shore Blvd., #3
Tampa, Florida 33611

Article III

The purpose for which the corporation is being formed and the general nature of the corporation's business shall be a nail salon, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

Article IV

The amount of capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock with a par value of \$0.00 per share.

Article V

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock who shall be entitled to one vote for each share of common stock held by them of record.

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF HILLSBORO, FLORIDA

Article VI

The names and addresses of the members of the first Board of Directors until the first annual meeting of the stockholders are as follows:

Joseph Chau Huu Lam
4015 S. West Shore Blvd., #3
Tampa, Florida 33611

Caroline Chau Ngoc Do
4015 S. West Shore Blvd., #3
Tampa, Florida 33611

Article VII

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies in the Board of Directors shall be filled by special meeting of the stockholders.

Article VIII

The names and addresses of the Officers of the corporation until the first annual meeting of the stockholders are as follows:

Joseph Chau Huu Lam, President and Secretary
4015 S. West Shore Blvd., #3
Tampa, Florida 33611

Caroline Chau Ngoc Do, Vice
President
4015 S. West Shore Blvd., #3
Tampa, Florida 33611

Article IX

The name and post office address of each incorporator of the Articles of Incorporation is as follows:

Brian A. Burden
120 S. Willow Avenue
Tampa, FL 33606

Article X

The duration of the corporation is to be perpetual.


Article XI

The street address of the corporation's initial registered office and the name of its

initial registered agent at that office is:

Brian A. Burden, Esq.
Brian A. Burden, P.A.
120 S. Willow Avenue
Tampa, Florida 33606

IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles
of Incorporation of Caroline's Nail & Skin, Inc. on February 7, 2003.



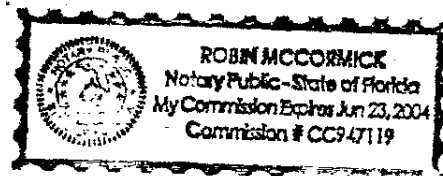
Brian A. Burden

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Brian A. Burden appeared before me, the undersigned authority, and
acknowledged that he executed these Articles of Incorporation for Caroline's Nail & Skin,
Inc. on February 7, 2003.



Notary Public




**Certificate Designating Place Of Business or
Domicile for the Service of Process Within This
State Naming Agent Upon Whom Service May Be Served**

In pursuance of Florida Statutes §48.091, the following is submitted in compliance with the Act:

Caroline's Nail & Skin, Inc., desiring to organize under the laws of the State of Florida with its principal office at 4015 S. West Shore Blvd., #3, Tampa, Florida 33611, has named Brian A. Burden, 120 S. Willow Avenue, Tampa, Florida 33606, as its agent to accept service of process within this state. —

**Acknowledgment of Registered Agent and
Duties Pursuant to Florida Statute §607.0505**

Having been named to accept service of process for Caroline's Nail & Skin, Inc. at 120 S. Willow Avenue, Tampa, Florida, 33606, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open my office.



Brian A. Burden

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HILLSBORO