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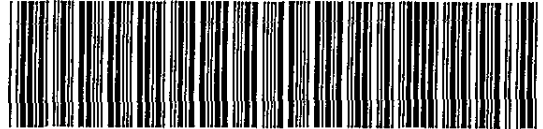
(Business Entity Name)

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Simonic, Simonic, Ratnecht & Associates, Inc.

8750 Perimeter Park Boulevard • Jacksonville, FL 32216-6347

Phone: 904-928-1040 • Fax: 904-928-0939

www.simonic.net

April 10, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: MICHELLE'S ULTIMATE IMAGE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$70.00 to cover the filing fee.

We would like to take this opportunity to thank you in advance for the expedient processing of these Articles of Incorporation.

Cordially,

A handwritten signature in cursive script, reading "Nicholas T. Simonic".

Nicholas T. Simonic
Certified Public Accountant

NTS/gs
enclosures

ARTICLES OF INCORPORATION
FOR
MICHELLE'S ULTIMATE IMAGE, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I, NAME

The name of the Corporation shall be:

MICHELLE'S ULTIMATE IMAGE, INC.

ARTICLE II, PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:

**3525 AMERICA AVENUE
JACKSONVILLE BEACH, FLORIDA 32250**

ARTICLE III, NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV, CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00. The Board of Directors is authorized to issue "Section 1244 Stock," as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE V. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**MICHELLE THOMPSON
3525 AMERICA AVENUE
JACKSONVILLE BEACH, FLORIDA 32250**

ARTICLE VI. TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII. DIRECTORS AND OFFICERS

The names and address of the initial directors and officers are:

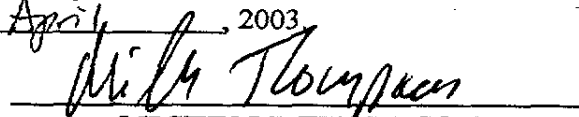
**MICHELLE THOMPSON, PRESIDENT
3525 AMERICA AVENUE
JACKSONVILLE BEACH, FLORIDA 32250**

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**MICHELLE THOMPSON
3525 AMERICA AVENUE
JACKSONVILLE BEACH, FLORIDA 32250**

The undersigned incorporator has executed these Articles of Incorporation of this
21st day of April, 2003.


MICHELLE THOMPSON

**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:

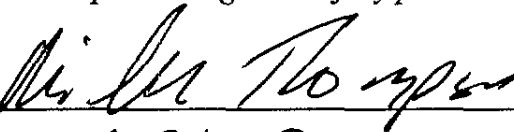
MICHELLE'S ULTIMATE IMAGE, INC.

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

**MICHELLE THOMPSON
3525 AMERICA AVENUE
JACKSONVILLE BEACH, FLORIDA 32250**

Having been named as registered agent and to accept 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



Date

4-21-03

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