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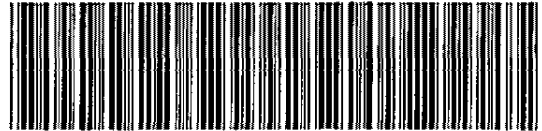
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.**

ATTORNEYS AND COUNSELORS

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KATHERINE L. SMITH
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ADMITTED IN WISCONSIN
LL.M. IN TAXATION

REPLY TO:
P.O. BOX 4125
SARASOTA, FLORIDA 34239

June 9, 2004

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

RE: Canvas Beauty, Inc.

To Whom It May Concern:

Enclosed please find the following:

1. An original and one copy of the Articles of Incorporation of Canvas Beauty, Inc. and Acceptance of Registered Agent for filing with the State.
2. A check in the amount of \$78.50 which represents the \$70.00 state filing fee and the \$8.75 fee to obtain a certified copy of filing.

Please file stamp the copy of the Articles of Incorporation and send the same along with receipt of payment and the certified copy to Kate Smith, Esq., c/o Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. Thank you for your attention to this matter.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.


Katherine L. Smith

KLS/skd
Enclosures
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**ARTICLES OF INCORPORATION
OF
CANVAS BEAUTY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation ("Corporation") is: Canvas Beauty, Inc.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2374 Bougainvillea Street, Sarasota, Florida 34239.

ARTICLE V - CAPITAL STOCK

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is one thousand (1,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Katherine L. Smith, Esq.

ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of two (2) Members. The names and addresses of the persons who will serve on the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Zoe Alexandra Goldfine	5012 Eastchester Drive Sarasota, FL 34234
Jackie Renee Massey	2374 Bougainvillea Street Sarasota, FL 34239

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Katherine L. Smith	2033 Main Street, Suite 600 Sarasota, FL 34237

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.


ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of June, 2004.


Katherine L. Smith, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Canvas Beauty, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Katherine L. Smith
Katherine L. Smith, Registered Agent
Date: June 9, 2004

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