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(Requestor's Name)

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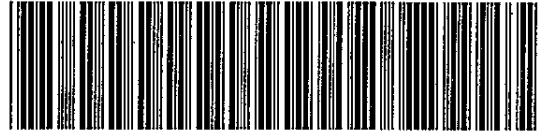
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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MATTHEWS ACCOUNTING SERVICES, INC.

860 U.S. HIGHWAY ONE, SUITE 210
NORTH PALM BEACH, FLORIDA 33408

(561) 775-4575 • FAX (561) 775-5771

June 30, 2004

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

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for
Tattooz by Whitey Inc., along with a check in the amount of \$70.00 for the filing fee and
designation of registered agent.

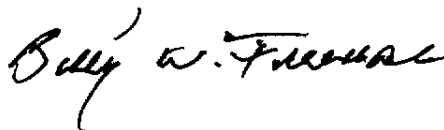
Also enclosed is a photocopy of the Articles of Incorporation. Could you please return
these to me, at the letterhead address, with the filing date stamped on it? Thank you for
your time.

Sincerely,



Joseph Matthews
Accountant
Matthews Accounting Services Inc.

Authorized by:



Billy Freeman

ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, hereby associate myself for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE 1: NAME

The name of this corporation shall be as follows:

Tattoo by Whitey Inc.

ARTICLE 2: NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the state of Florida.

ARTICLE 3: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1000) shares, of one dollar (\$1.00) par value per share.

ARTICLE 4: INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE 5: TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE 6: ADDRESS

The initial street address in the state of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

505 Northlake Blvd.
North Palm Beach, FL 33408

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE 7: BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE 8: AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any other amendments to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE 9: SUB CHAPTER S CORPORATION

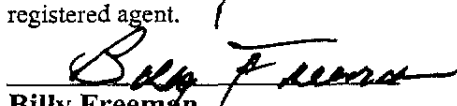
This corporation shall elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code. AUG 30 PM 4:13

ARTICLE 10: REGISTERED AGENT AND OFFICE

The registered agent, as listed below with address, hereby accepts said designation by signature below:

Billy Freeman
1531 Drexel Road
West Palm Beach, FL 33417

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, am familiar with and accept the obligations of my position as registered agent.


Billy Freeman
Registered Agent

ARTICLE 11: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or decreased by the laws adopted by the shareholders but shall never be less than one.

The initial Directors of the Corporation are:


Billy Freeman: Pres, Treasurer & Secretary

ARTICLE 12: INCORPORATOR

The name and personal address of the Incorporator:

Billy Freeman
1531 Drexel Road
West Palm Beach, FL 33417

As the incorporator of Tattooz by Whitey Inc., in witness thereof, I, Billy Freeman, do hereby execute these Articles of Incorporation on, June 30, 2004, and accept responsibility as registered agent.


Billy Freeman
Incorporator