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**JOSEPH GIAMBALVO**  
Law Office  
1012 Drew Street  
Clearwater, FL 33755  
Phone (727) 461-4041 - Fax (727) 443-3443  
Email: LawJoeG@aol.com

October 14, 2004

State of Florida  
Division of Corporations  
Post Office Box 6250  
Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION  
TOES UP TANNIG & NAIL BOUTIQUE, INC.

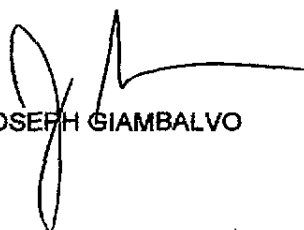
Dear Sirs:

Enclosed please find an original and copy of the Articles of Incorporation for Toes Up Tanning & Nail Boutique, Inc. along with a Certificate Designating Registered Agent. I would ask that you please file the documentation and forward evidence of so doing to my office. I have enclosed my firm escrow check in the amount of \$ 70.00 for the cost of filing both the Certificate and the Articles.

A self-addressed stamped envelope is attached hereto for the copies to be returned to my office.

Thank you for your assistance. If you have any questions concerning this matter please do not hesitate to contact my office. You may call collect.

Very truly yours,

  
JOSEPH GIAMBALVO

JG/pmm  
Enclosures

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**TOES UP TANNING & NAIL BOUTIQUE, INC.,**  
**(A Profit Corporation)**

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be:

**TOES UP TANNING & NAIL BOUTIQUE, INC.**

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by this Corporation is:

- (a.) To conduct business and provide services as a tanning salon, nail salon and a boutique.
- (b.) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect, or cause to be erected on any lands owned, held or occupied by the Corporation, building or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved and any right or interest therein.
- (c.) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

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(d.) To acquire by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

(e.) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f.) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(g.) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other Corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h.) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or Corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including a purchase of its own shares.

(i.) To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have,

use exercise and enjoy all of the general powers of like corporations.

(j.) To engage in any and all lawful business, trades, occupations and professions.

(k.) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the businesses or acts above-named.

(l.) Any other lawful business.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 500 shares of common stock, each having a par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of the Corporation.

#### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than \$500.00.

#### ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The street address of the office of this Corporation is:

TOES UP TANNING & NAIL BOUTIQUE, INC.  
1450 Alternate 19, Palm Harbor, FL 34683

#### ARTICLE VII - ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is:

JOSEPH GIAMBALVO, ESQUIRE  
1012 Drew Street  
Clearwater, FL 33755

#### ARTICLE VIII - BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of two (2) Directors. The number of Directors may, as provided for by the By-Laws and adopted by the Shareholders, be increased or decreased with two (2) Directors sufficient to constitute the Board. The name and address of the initial Directors of the Corporation:

DEBORAH O'NEAL, 1650 Santa Barbara Drive, Dunedin, FL 34698

KYM TORMA, 394 Ulelah Avenue, Palm Harbor, FL 34683

#### ARTICLE IX - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation:

DEBORAH O'NEAL, 1650 Santa Barbara Drive, Dunedin, FL 34698

KYM TORMA, 394 Ulelah Avenue, Palm Harbor, FL 34683

#### ARTICLE X - AMENDMENT


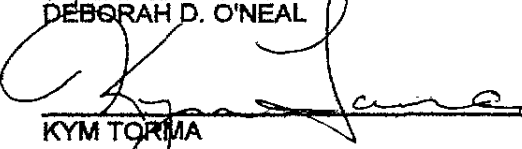
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain Amendment of the Articles of Incorporation be made.

#### XI - PREEMPTIVE RIGHTS

Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from

the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of share outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms, and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of October, 2004.

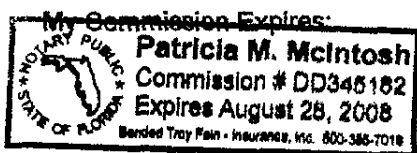
  
DEBORAH D. O'NEAL  
  
KYM TORMA

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, appeared KYM TORMA and DEBORAH D. O'NEAL who are both personally known to me and who did not take an oath, who executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of October, 2004.

  
PATRICIA M. MCINTOSH  
NOTARY PUBLIC



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designating place of business or domicile  
for the Service of Process Within This State,  
Naming Agent Upon Whom Process May Be Served  
for

**TOES UP TANNING & NAIL BOUTIQUE, INC.**

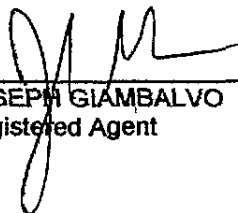
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted, in compliance with Section 48.091, Florida Statutes, by  
TOES UP TANNING & NAIL BOUTIQUE, INC., a corporation organized (or organizing) under the  
laws of the state of Florida with its principal office at 1450 Alternate 19, Palm Harbor, FL 34683  
has named JOSEPH GIAMBALVO, of 1012 Drew Street, Clearwater, FL 33755 as its agent  
to accept service of process within the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep an office open during  
prescribed hours; to post my name (and that of any other officers of said corporation authorized  
to accept service of process at the above Florida designation address) in some conspicuous  
place in the office as required by law.

  
\_\_\_\_\_  
JOSEPH GIAMBALVO  
Registered Agent