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NAILS 111 CORP.

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AMENDED ARTICLES OF INCORPORATION

OF

NAILS 111 CORP.

Pursuant to the applicable provisions of Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

AMENDED ARTICLE I.

The name of the corporation is NAILS 111 CORP.

AMENDED ARTICLE II.

The corporation shall have perpetual existence. The street address of the initial registered office of this corporation is 111 Alton Road, Miami Beach, FL 33139.

AMENDED ARTICLE III.

The purpose for which this corporation is organized is any and all lawful business.

AMENDED ARTICLE IV.

The corporation is authorized to issue 100 shares at \$1.00 dollar (one dollar) par value per share, all of which shall be designated "common shares".

AMENDED ARTICLE V.

The name and Florida street address of the Registered Agent is:

DAVID B. HABER, P.A.
One S.E. Third Avenue
Suite #1850
Miami, FL 33131

AMENDED ARTICLE VI.

The name and address of the incorporator is: JONATHAN NUSSBAUM, 111 Alton Road,

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Miami Beach, FL 33139.

AMENDED ARTICLE VII.

The names and post office addresses of the Officers and Directors of this corporation are as follows:

JONATHAN NUSSBAUM - PRES/SEC/TR
111 Alton Road
Miami Beach, FL 33139

JOHN LENNON - DIRECTOR
111 Alton Road
Miami Beach, FL 33139

JACK FRANCO - DIRECTOR
111 Alton Road
Miami Beach, FL 33139

AMENDED ARTICLE VIII.

The corporation shall have One (01) Director initially. The number of Directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (01) Director. To the extent permitted by law, i shall serve as a directors or officers of the corporation, and each person who served at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

AMENDED ARTICLE X.

Shares held by the shareholder(s) may not be resold or otherwise transferred to other persons

unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation. All shareholders of this corporation agree to be bound by the Shareholders Agreement.

AMENDED ARTICLE XIII.

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

SECOND: If an amendment provides for an exchange, reclassification of cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself are as follows:

1. Shareholders' Agreement for which a true and correct copy is attached and incorporated herein by reference as Exhibit "A."

THIRD: The date of each amendment's adoption: May 10, 2008

FOURTH: Adoption of Amendments (CHECK ONE)

- ☒ The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.
- ☐ The amendments were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendments:*

"The number of votes cast for the amendments were sufficient for approval by _____ (voting group)"

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- ☐ The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of SEPTEMBER, 2008.


JONATHAN NUSSBAUM, President

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