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## FLORIDA PROFIT/NON PROFIT CORPORATION

million dollar nails at carter square, inc.

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*JP 3/16/09*

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ARTICLES OF INCORPORATION

OF

MILLION DOLLAR NAILS AT CARTER SQUARE, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

MILLION DOLLAR NAILS AT CARTER SQUARE, INC.

The principal office is located at 13656 SW 88<sup>TH</sup> STREET, MIAMI, FL 33186.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

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**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

**ARTICLE V**

**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

**ARTICLE VI**

**SUBSCRIBERS**

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

<b><u>SUBSCRIBER</u></b>	<b><u>ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
MY N. BUI	14125 SW 121 PLACE MIAMI, FL 33186	51%
LINDA SUE EACHES	10553 SW 161 PLACE MIAMI, FL 33196	49%

**ARTICLE VII**

**DIRECTORS**

The initial number of Directors of this corporation shall be

TWO (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
MY H. BUI	14125 SW 121 PLACE MIAMI, FL 33186
LINDA SUE EACHES	10553 SW 161 PLACE MIAMI, FL 33196

#### ARTICLE IX

##### VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE X**

**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is MY H. BUI, and the name of the initial Registered Agent of this corporation at that address is 13656 SW 88<sup>TH</sup> STREET, MIAMI, FL 33186.

**ARTICLE XII**

**INITIAL OFFICER(S) AND/OR DIRECTOR(S)**

The initial officer(s) and/or director(s) of the corporation is/are:

D/P/T - MY H. BUI of 14125 SW 121 PLACE, MIAMI, FL 33186

D/VP/S - LINDA SUE EACHES of 10553 SW 161 PLACE, MIAMI, FL 33196

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or director, to the full extent permitted by law.

DATED this 5th day of March 2009.

*My H. Bui*  
MY H. BUI

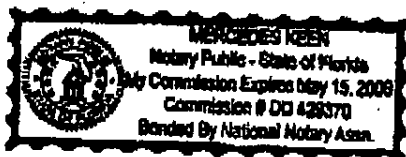
STATE OF FLORIDA           )  
                                      :  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, personally appeared MY H. BUI to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 5th day of March 2009.

*Mercedes C. Keen*  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: Mercedes C. Keen

My Commission Expires:



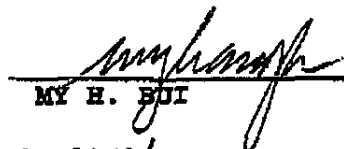
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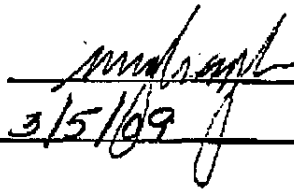
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT MILLION DOLLAR NAILS AT CARTER SQUARE, INC. IS  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT, STATE OF FLORIDA,  
HAS NAMED MY H. BUI, AT 13656 SW 88<sup>TH</sup> STREET, MIAMI, 33186, STATE OF  
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature   
MY H. BUI  
Title Incorporator  
Date 3/5/09

Having been named to accept services of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

Signature   
Date 3/5/09

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