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FLORIDA PROFIT/NON PROFIT CORPORATION  
VIVID NAILS & SPA, INC.

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**ARTICLES OF INCORPORATION**  
**OF**  
**VIVID NAILS & SPA, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is VIVID NAILS & SPA, INC.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

**ARTICLE IV. PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase their pro rata share thereof at the same price and under the same terms at which it is offered to others.

**ARTICLE V. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

**ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE**

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The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

#### **ARTICLE VII. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial principal office of this corporation in the State of Florida is 10967 S.W. 236 Terrace, Homestead, Florida 33032. The Board of Directors may, from time to time, move the principal office to any other address. The name of the initial Registered Agent of this corporation is JONATHAN R. RUBIN, whose address is 9360 Sunset Drive, Suite 285, Miami, Florida 33173.

#### **ARTICLE IX. DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, 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 of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

#### **ARTICLE X. INITIAL OFFICER AND DIRECTOR**

The name and mailing address of the initial Director(s) and Officer(s) of the corporation are:

RICHARD S. DONAHAY  
President, Secretary, Treasurer and Director  
10967 S.W. 236 Terrace  
Homestead, Florida 33032


#### **ARTICLE XI. INCORPORATOR**

The name and post office address of the Incorporator to these Articles of Incorporation is  
JONATHAN R. RUBIN, ESQUIRE, of 9360 Sunset Drive, Suite 285, Miami, Florida 33173.

**ARTICLE XII. AMENDMENTS**

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 it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Incorporator of VIVID NAILS & SPA, INC., this 20<sup>th</sup> day of April, 2010.

  
JONATHAN R. RUBIN  
INCORPORATOR

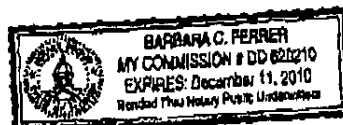
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this State and county above named, to take acknowledgments, personally appeared JONATHAN R. RUBIN, to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation for VIVID NAILS & SPA, INC.

WITNESS my hand and official seal at Miami, Florida, this 20<sup>th</sup> day of April, 2010.

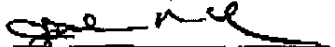
  
NOTARY PUBLIC, STATE OF FLORIDA



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**ACCEPTANCE BY DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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, and I am familiar with and accept the obligations of my position as Registered Agent.

  
JONATHAN R. RUBIN  
9360 Sunset Drive, Suite 285  
Miami, Florida 33173  
(305) 598-7331

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