

CAPITAL CONNECTION, INC.

411 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Massimino Nails, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express Mail		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File	300001-18213	
<input type="checkbox"/> Dissolution/Withdrawal	-03/01/95-81046-011	
<input type="checkbox"/> C U S-	***122.50 ***122.50	
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

05 HR - 1 APR 11 25
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

MAR 1 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

WALK-IN Will Pick Up 3:12 1222

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

MASSIMINO NAILS, INC.
3760 N. UNIVERSITY DRIVE
CORAL SPRINGS, FL 33065

February 27, 1995

SECRETARY OF STATE
CORPORATION DIVISION
THE CAPITOL
TALLAHASSEE, FLORIDA 32301

Re: Articles of Incorporation

Dear Sirs,

Enclosed you will find my check in the amount of \$122.50 which pays the filing fee, Resident agent fee, and certified copy of the Articles of Incorporation included herein.

Thank you for your consideration in this matter, and if you have any questions, please contact me immediately.

Very truly yours,



KATHLEEN A. MASSIMINO
Director

ARTICLES OF INCORPORATION
OF
MASSIMINO NAILS, INC.

FILED
95 MAR -1 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be :

MASSIMINO NAILS, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of operating as a NAIL TECHNICIAN COMPANY and transacting any and all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1 par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 3760 N. UNIVERSITY DRIVE, CORAL SPRINGS, FL 33065 and the name of the initial registered agent of this corporation at the above address is:

KATHLEEN A. MASSIMINO

ARTICLE V

DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

**KATHLEEN A. MASSIMINO
3760 N. UNIVERSITY DRIVE
CORAL SPRINGS, FL 33065**

ARTICLE VI

INCORPORATORS

The name and address of the person signing these Articles is:

**KATHLEEN A. MASSIMINO
3760 N. UNIVERSITY DRIVE
CORAL SPRINGS, FL 33065**

ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27TH day of FEBRUARY, 1995.

Kathleen A. Massimino

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 27TH Day of FEBRUARY, 1995, personally appeared before me, the undersigned authority, KATHLEEN A. MASSIMINO, to me well known and known to me to the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

Joyce M. Barbera
Notary Public

My commission Expires:



JOYCE M. BARBERA
COMMISSION # CC 366659
EXPIRES APR 24, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

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

MASSIMINO NAILS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3760 N. UNIVERSITY DRIVE, CITY OF CORAL SPRINGS, COUNTY OF BROWARD, STATE OF FLORIDA. AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Kathleen A. Massimino
(CORPORATE OFFICER)

TITLE

President

DATE

Feb. 27, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION, AND I HEREBY COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Kathleen A. Massimino

DATE

Feb. 27, 1995

FILED
MAR - 1 11:25
STATE OF FLORIDA

P9500016802

MASSIMINO ENTERPRISES, INC.
3760 N. UNIVERSITY DRIVE
CORAL SPRINGS, FL 33065

Secretary of State
The Capitol
Tallahassee, Florida

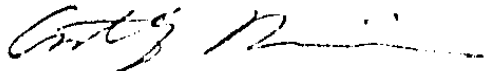
700001562427
-08/16/95--01085--008
*****70.00 *****70.00

Gentlemen:

Enclosed is my check in the amount of \$ 70.00 which pays the filing fee for Amendment No. I and Amendment II.

If I may be of further assistance please don't hesitate in contacting me.

Very Truly Yours,



Anthony Massimino
President

Enclosures

FILED
95 AUG 16 11 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NSOPC
8/21

AMENDMENT NO. 1
TO THE ARTICLES OF INCORPORATION OF
MASSIMINO NAILS, INC.

MASSIMINO NAILS, INC., A FLORIDA CORPORATION, UNDER ITS CORPORATE SEAL AND THE HANDS OF ITS PRESIDENT, HEREBY, CERTIFIES THAT:

UPON THE PROPOSAL OF THE BOARD OF DIRECTORS OF THE CORPORATION, THE FOLLOWING RESOLUTION WAS DULY AND UNANIMOUSLY ADAPTED BY THE BOARD OF DIRECTORS AND BY ALL HOLDERS OF THE OUTSTANDING SHARES OF COMMON STOCK OF THE CORPORATION, BEING ALL HOLDERS OF AUTHORIZED AND ISSUED STOCK OF THE CORPORATION, BY WRITTEN INSTRUMENT DATED MARCH 1, 1995, TO WIT.

RESOLVED, THAT, EFFECTIVE ON THE DATED OF FILING WITH THE DEPARTMENT OF STATE, STATE OF FLORIDA, THE ARTICLES OF INCORPORATION OF MASSIMINO NAILS, INC.

ARTICLES OF INCORPORATION WERE APPROVED AND FILED IN THE OFFICE OF THE SECRETARY OF STATE OF TALLAHASSEE, FLORIDA, ON MARCH 1, 1995, BE AMENDED BY STRIKING ARTICLE 1 OF THE ARTICLES OF INCORPORATION WHICH PRESENTLY READS AS FOLLOWS:

ARTICLE I

NAME

THE NAME OF THIS CORPORATION:

MASSIMINO NAILS, INC.

AND BY SUBSTITUTING THEREFOR THE FOLLOWING:

ARTICLE I

NAME

THE NAME OF THIS CORPORATION SHALL BE:

MASSIMINO ENTERPRISES, INC.

FILED
95 AUG 16 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, SAID CORPORATION HAS CAUSED THIS AMENDMENT NO. I AND AMENDMENT NO. II TO BE SIGNED IN ITS NAME BY ITS PRESIDENT AND ADOPTED THIS 19TH DAY OF JULY, 1995.

(CORPORATE SEAL)

BY *Anthony Massimino*
ANTHONY MASSIMINO, PRESIDENT
WITNESS *Karen McLaughlin*

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

I HEREBY CERTIFY THAT THE FOREGOING AMENDMENT NO. I AND AMENDMENT NO. II TO ARTICLES OF INCORPORATION OF MASSIMINO NAILS, INC., WAS ACKNOWLEDGED BEFORE ME THIS 19TH OF JULY, 1995.

BY ANTHONY MASSIMINO ON BEHALF OF SAID CORPORATION.

NOTARIAL SEAL

Joyce M. Barbera
NOTARY SEAL

MY COMMISSION EXPIRES:



JOYCE M. BARBERA
COMMISSION # CC388659
EXPIRES APR 24, 1998
ATLANTIC BONDING CO., INC.