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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RECEIVED 11-41-83 11:13  
-05/01/95-01001-019  
\*\*\*122.50 \*\*\*122.50

SUBJECT: Exotic Tan & Nails Inc.

Enclosed please find two originals of the Articles of Incorporation for the above mentioned corporation and a check in the amount of \$122.50.

From: Tax Breaks Inc.  
NAME  
1650 Sand Lake Road, Suite 304  
ADDRESS  
Orlando, FL 32809  
CITY, STATE, ZIP  
(407) 438-2484  
TELEPHONE NUMBER

NOTE: Additional copies of Articles is needed when certified copy is requested.

Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**Exotic Tan & Nails Inc.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators have associated themselves together, and do hereby certify that they have associated themselves for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida and especially under and by virtue of Chapter 607 of the Florida Statutes for the transaction of business with and under the following Chapter:

ARTICLE I: The name of the corporation shall be:

**Exotic Tan & Nails Inc.**

ARTICLE II: The general nature of the business to be conducted by this corporation shall be to such extent as a corporation organized under the corporation laws of this State may now or thereafter lawfully do, either as principal or agent and either necessary, suitable, convenient or proper for, or in connection with, or relating to the accomplishment of any of the purposes, attainment of any one or more of the objects herein enumerated or designated directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise under the corporation laws of this State or under any act amendatory thereof, supplemental thereto or substituted therefore.

ARTICLE III: The general powers of this corporation shall include all powers enumerated under Section 607.011 of the laws of the State of Florida and are to include, but are not limited to:

1. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
2. To sell, convey, mortgage, pledge, create a security interest, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
3. To lend money to and use its credit to assists its officers and employees in accordance with Section 607.141 of the laws of this State.
4. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, sue, employ, sell, mortgage, lend, pledge or otherwise use and deal in and with shares or other interest in, or obligations of, other domestic or foreign corporations, associates, partnerships or individuals or direct or indirect obligations of the United States or of any municipality or of any instrumentality thereof.
5. To make contracts and guarantees and incur liability, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge all or any of its property franchise and income.

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6. To lend money for its corporation purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
7. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without the State.
8. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
9. To make and alter By-Laws, not inconsistent with these Articles or with the laws of this State, for the administration and regulation of the affairs of the corporation.
10. To make donations for the public welfare or for charitable, scientific or educational purposes.
11. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
12. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
13. To be a promoter, incorporator, partner, member associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
14. To conduct its business or any part or parts thereof in the United States, or any of them in the territories and the District of Columbia and in any and all dependencies, colonies, or possessions of the United States, and in foreign countries or jurisdictions without restrictions to place and to have one or more offices or agencies and keep such books of the company outside of the state as are not required by law to be kept within this state.
15. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate or any amendments thereto, or necessary or incidental to the protection or benefit of this corporation and in general to carry on any of the objects of this corporation, whether or not such business is similar to the nature of the objects set forth in the same extent as a natural person might or could do.
16. None of the objects and powers specified hereinabove and clauses and paragraphs contained in this Article shall in any way be limited to, restricted by, referenced to or be interfered with by the terms of any other object, powers, clauses or paragraphs of this Article or any other article in the Certificate, but the objects and powers specified in each of the paragraphs and clauses in this Article shall be regarded as independent objects and powers. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers not be held to restrict or limit in any manner the powers of this corporation as may be provided by law or otherwise.

ARTICLE IV: This corporation is authorized to issue 10,000 shares of one cent (\$0.01), par value common stock which shall be designated, "Common Shares".

ARTICLE V: The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI: The street address, mailing address, and principal office of this corporation is 1575 Rock Spring Road, Apopka, FL 32712 and the name and address of the initial registered agent is Tricia Basmat Masih-Das at 6515 Lake Lerla Drive, Apopka, FL 32712.

ARTICLE VII: The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary for such directors to be Stockholders of the corporation.

ARTICLE VIII: The name and address of the first Board of Directors of this Corporation who shall hold office until their successors have been elected and qualified shall be:

**Tricia Basmat Masih-Das  
6515 Lake Lerla Drive  
Apopka, FL 32712**

ARTICLE IX: The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the Stockholders. New offices may be created, and appointments may be made therefore, and any office that may become vacant may be filled by the Board at any regular meeting or any special meeting called for that purpose. The duties of the offices of the corporation shall be prescribed by the By-Laws. The officers who shall serve during the first year of existence in the corporation or until their successors are elected and have qualified, are as follows:

PRESIDENT:	<b>Tricia Basmat Masih-Das</b>
VICE PRESIDENT:	<b>Tricia Basmat Masih-Das</b>
SECRETARY:	<b>Tricia Basmat Masih-Das</b>
TREASURER:	<b>Tricia Basmat Masih-Das</b>

ARTICLE X: The names and addresses of the subscribers to the capital stock of the corporation and the numbers of shares they agree to take are:

NAMES	ADDRESSES	SHARES
<b>Tricia Basmat Masih-Das</b>	<b>6515 Lake Lerla Drive, Apopka, FL 32712</b>	

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation at the price for which they are to be purchased by the other persons.

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

ARTICLE XII: In furtherance, and not in limitation of the power conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the powers, if the By-Laws so provide, to hold meetings, both of stockholders and directors, either within or without the State, and designated by the Board of Directors.
2. Meetings of the directors or the stockholders may be held upon such notice thereof as may be set forth in the By-Laws, subject to any statutory restrictions relative thereto, but any requirements as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided or permitted by the Statutes of the State of Florida and the By-Laws.
3. The number of directors of this corporation shall be fixed from time to time by the By-laws and may be increased or decreased as shall be provided by the Certificate or any amendment thereto. Any vacancy in the Board, caused by an increase in the number of directors or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote or a majority thereof, and the person so chosen to fill such vacancy shall hold office until the next meeting of the stockholders and until successors shall have been elected and shall have qualified.
4. The corporation, in its By-Laws, may confer upon the directors, powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer of the corporation, other than the president, to be a director, or for any officer to be a stockholder.
6. The annual meeting of the stockholders shall be on such day as may be fixed by the By-Laws and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of the stockholders and directors shall be fixed by the By-Laws.
7. These Articles may be amended in the manner provided by law. Every amendment shall be approved by the Board, proposed to the stockholders and approved by a majority of the stockholders unless all the directors and stockholders sign a written statement manifesting their intention that a certain amendment to these Articles may be made.

ARTICLE XIII: Each director and officer, in consideration of this service, shall be indemnified, whether then in office or not, for the reasonable costs incurred by him in connection with the defense of, or for advice concerning any claim asserted or brought against him by reason of his being or having been an officer or director of the corporation, whether or not wholly owned by

reason of any act or omission to act as such director or officer provided that he shall not have been derelict in the performance of this duty as to the matters in respect of which claim is asserted or brought. The foregoing right of indemnification shall not be exclusive of any other right to which any director or officer may be entitled to as a matter of Law.

ARTICLE XIV: No contract or other transaction between the corporation any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or jointly, may be a party to or may be interested in any contract of transaction of this corporation or in which this corporation or any other person, firm, association or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be any way interested.

IN WITNESS THEREOF, I, the undersigned, being the subscriber to the capital stock and registered agent of **Exotic Tan & Nails Inc.**, as herein set forth, am familiar with and accept the duties and responsibilities as for said corporation and do hereby make and file this Certificate, hereby declaring that the facts herein stated are true and do hereby agree to take the number of shares of stock hereinbefore set forth and accordingly have hereunto set hands and seals this 6<sup>th</sup> day of APRIL, 1995 in the County of ORANGE, and the State of Florida.

\_\_\_\_\_  
Subscriber

\_\_\_\_\_  
Subscriber

Tricia Basmat Masih-Das  
Tricia Basmat Masih-Das,  
Registered Agent

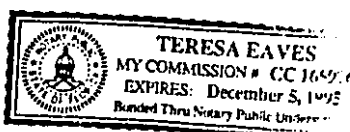
STATE OF FLORIDA,  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this date, before me, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared **Tricia Basmat Masih-Das**, to me well known to be the person who subscribed to me and signed the above foregoing Articles of Incorporation and be me first duly sworn, acknowledge that he made and subscribed the above and foregoing Articles for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State of Florida and County of Orange this 6<sup>th</sup> day of April, 1995.

MY COMMISSION EXPIRES: 12/5/95

[Signature]  
Notary Public



FLDLT# 11232-060-63-951-0