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LAW OFFICES OF  
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THOMAS E. GLICK, P.A.  
HOWARD S. WEINSTEIN

\*CERTIFIED FEDERAL COURT MEKATOR  
\*CERTIFIED CIRCUIT COURT MEKATOR

June 16, 1995

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

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-06/19/95--01049--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: PRESTIGIOUS NAILS, INC.**

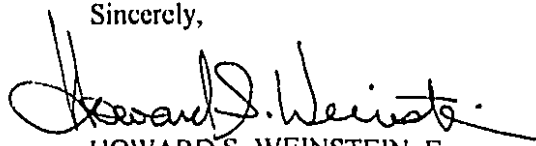
To Whom It May Concern:

Enclosed is the Articles of Incorporation for the above captioned corporation.

Kindly conform a copy of said Articles, endorse your approval thereon and return one copy to us, as registered agent. We are enclosing a check in the amount of \$70.00 to cover the filing fee and the registered agent fee.

If a charter cannot be issued for any reason, please contact this office immediately.

Sincerely,

  
HOWARD S. WEINSTEIN, Esq.  
For the Firm

HSW:jrv  
Encl.

JUN 21 1995. BSB

FILED  
95 JUN 19 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
PRESTIGIOUS NAILS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The subscribers/directors to these Articles of Incorporation, a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME.**

The name of the corporation is PRESTIGIOUS NAILS, INC.

**ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.**

**Section 1. Principal Office** and mailing address of the Corporation is: 1673 N.W. 192nd Terrace, Miami, FL 33169. The Board of Directors may from time to time move the principal office to any other address within the state of Florida.

**Section 2. Registered Agent** is: Howard S. Weinstein, Esq. and his street address is: Thomas E. Glick, P.A. 11900 Biscayne Blvd., Suite #740, North Miami, Dade County, Florida 33181.

**ARTICLE III. DURATION.**

The Corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV. PURPOSE.**

The purpose for which this Corporation is organized is to engage in any and all lawful business.

**ARTICLE V. POWERS.**

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition to the foregoing, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire or hold shares or other interests in property (tangible or intangible); Exercise rights arising out of the ownership or possession of property; Sell, hypothecate or otherwise dispose of shares or other interests in, or obligations of the Corporation, individuals, associations, partnerships, other corporations,

governments or other legally organized entities;

- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### **ARTICLE VI. CAPITAL STOCK**

**Section 1. Authorized Shares.** The total number of shares which this Corporation is authorized to issue is 10,000 at \$.001 par value.

All of said stock may be exchanged for cash, real or personal property, labor or services in lieu of the aforementioned, at a just valuation to be fixed by the Board of Directors of the Corporation.

**Section 2. Preemptive Rights.** Except as may otherwise be provided by the Board of Directors, no holder of shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any class of shares of the stock of the Corporation now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or any warrants, or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### **ARTICLE VII. COMMENCEMENT OF BUSINESS.**

The minimum amount of capital with which the Corporation will commence business shall be determined by the initial Board of Directors.

#### **ARTICLE VII. INTERESTED DIRECTORS.**

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other legal entity, shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such other legal entity. Nor shall any contract or transaction be invalidated because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interests of each such director or directors shall have been disclosed to or known by the Board of Directors.

A disinterested majority of the Board of Directors shall have nonetheless ratified and approved such contract or transaction. The interested director or directors may be counted in determining whether a quorum is present for the meeting at which the ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be

submitted for the approval of, or ratification by the stockholders.

#### **ARTICLE IX. INITIAL BOARD OF DIRECTORS & OFFICERS.**

This Corporation shall have three (3) directors and officers initially. The number of directors may be either increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Sandra P. Harris, President	1673 N.W. 192 Terrace Miami, FL 33169
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Ayana Hepburn, Vice President/Secretary	1673 N.W. 192 Terrace Miami, FL 33169
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Torrien Hepburn, Vice President/Treasurer	1673 N.W. 192 Terrace Miami, FL 33169
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#### **ARTICLE X. AMENDMENT.**

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 them to the stockholders and approved at a stockholders' meeting by the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

The Directors of the corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

#### **ARTICLE XI. THE PROMOTER.**

The name and address of the promoter and person executing these Articles of Incorporation is: Sandra P. Harris, 1673 N.W. 192 Terrace, Miami, FL 33169.

## ARTICLE XII. INDEMNIFICATION.

The Corporation shall indemnify the promoter, any officer or director, or any former officer or director, to the full extent permitted by law for all acts undertaken by the promoter, any current or former officer or director while acting in said capacity for the benefit of the Corporation.

IN WITNESS WHEREOF, the undersigned promoter has executed these Articles of Incorporation this 16<sup>th</sup> day of June, 1995.



SANDRA P. HARRIS, Promoter

STATE OF FLORIDA }

COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared SANDRA P. HARRIS, to me personally known and/or having first examined her ~~drivers license~~ <sup>Florida I.D. Card</sup> # H620-780-50-521-0 as identification, is the person described hereinabove as Promoter in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal at

Mississ

[City]

Dade County, Florida, this 16<sup>th</sup> day of June, 1995.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:




JEROME BENSON  
My Commission CC350100  
Expires Feb. 24, 1998  
Bonded by ANB  
800-852-5878

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT UPON WHOM PROCESS  
MAY BE SERVED AND DESIGNATION OF ADDRESS  
FOR SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Florida Statutes §48.091 and Florida Statutes Chapter 607, the following is Certificate of Acceptance of Appointment as Registered Agent and Designation of Address for Service of Process Within this State Upon Whom Process May Be Served is submitted in compliance with said Florida Law.

That **PRESTIGIOUS NAILS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the **City of Miami, County of Dade, State of Florida** having appointed **Howard S. Weinstein, Esq.** as its Registered Agent and hereby designates 11900 Biscayne Blvd., Suite #740, North Miami, County of Dade, State of Florida 33181, as its registered office to accept service of process within this State.

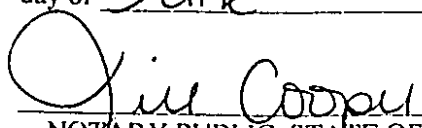
The undersigned having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accepts said appointment, agrees to act in the capacity as the aforementioned Corporation's Registered Agent and agree to comply with the provisions of said Acts relative to keeping the aforementioned registered office open.

  
HOWARD S. WEINSTEIN, Esq.  
REGISTERED AGENT

STATE OF FLORIDA     )  
COUNTY OF DADE     )

**BEFORE ME**, the undersigned authority, personally appeared **HOWARD S. WEINSTEIN, Esq.** to me personally known as the person described hereinabove as Registered Agent, in and who executed the foregoing Acceptance of Appointment to Registered Agent.

**WITNESS**, my hand and official seal at North Miami, Dade County, Florida this 16<sup>th</sup> day of June, 1995.

  
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NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:

OFFICIAL NOTARY SEAL  
JILL COOPER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC246407  
MY COMMISSION EXP. DEC. 17, 1996

FILED  
95 JUN 19 AM 10:31  
STATE OF FLORIDA  
NOTARY PUBLIC