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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JULIANN'S NAILS AND GEMS, INC.

ARTICLE I - NAME

The name of this corporation is **JULIANN'S NAILS AND GEMS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

William F. Beggs, Esquire
Beggs and Vecchio, Attorneys
PH-A, 2929 East Commercial Boulevard
Fort Lauderdale, Florida 33308
(305) 772-5132
Bar No. 154637

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ARTICLE V - QUORUM FOR STOCKHOLDERS' MEETINGS

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VI - INITIAL PRINCIPAL AND
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial principal office of the corporation is 1018 N. E. 45th Street, Oakland Park, Florida 33334, and the name and address of the initial registered agent of this corporation is Julie Hengy, 1018 N. E. 45th Street, Oakland Park, Florida 33334.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julie Hengy	1018 N. E. 45th Street Oakland Park, Fl. 33334

ARTICLE VIII - INCORPORATOR

The name and address of the Corporation's Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Julie Hengy	1018 N. E. 45th Street Oakland Park, Fl. 33334

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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

ARTICLE X - RESTRICTION ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporations Board of Directors.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 18 day of January, 1996.

Julie Hengy
Incorporator, JULIE HENGY

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this 18 day of January, 1996, by JULIE HENGY, who is personally known to me and who has produced _____ as identification and who did take an oath.

Betty York
NOTARY PUBLIC

My Commission Expires:

6-8-96

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BETTY YORK
MY COMMISSION & CO. BEGINS EXPIRES
June 8, 1996
ARMED THAT THEY ARE WARRANTED, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED**

In pursuant of Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

That JULIANN'S NAILS AND INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1018 N. E. 45th Street, Oakland Park, Florida 33334, has named JULIE HENGY, located at 1018 N. E. 45th Street, Oakland Park, Florida 33334, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 
Resident Agent
JULIE HENGY

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