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August 9, 1996

DIVISION OF CORPORATIONS
Secretary of State
The Capitol
Tallahassee, Florida 32304

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-08/13/96--01013--012
****122.50 ****122.50

Re: SCULPTURED NAILS, INC.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for filing and certified copy fees.

Please process this at your earliest opportunity, and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

Martin Levinson

MARTIN LEVINSON

ML/ab

Enclosures.

FILED
90 AUG 12 PM 9:25
TALLAHASSEE, FLORIDA

SH AUG 14 1996

ARTICLES OF INCORPORATION
OF
SCULPTURED NAILS, INC.

FILED
JAN 12 AM 9:22
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1

NAME OF CORPORATION:

The name of the Corporation is:

SCULPTURED NAILS, INC.

ARTICLE 2

DURATION:

The duration of the Corporation is perpetual.

ARTICLE 3

PURPOSE:

The general purposes for which the Corporation is organized are the following:

A. To engage generally in the wholesale and retail business of sculptured nails including but not limited to manicure, and beauty parlor services and to do and engage in any and all activities directly and indirectly related to the general purposes of the corporation.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4

CAPITAL STOCK:

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of FIVE DOLLARS per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the Initial Registered Office of the Corporation is 11417 South Dixie Highway, Miami, Florida 33156, and the name of its initial Registered Agent at that address is MARIA N. GROVE. The address of the Principal Office is the same as the Registered Office.

ARTICLE 6

INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

MARIA N. GROVE
11417 South Dixie Highway, Miami, Florida 33156

ARTICLE 7

INCORPORATOR:

The name and address of the Incorporator is as follows:

MARIA N. GROVE
11417 South Dixie Highway, Miami, Florida 33156

ARTICLE 8

COMMENCEMENT OF CORPORATE EXISTENCE:

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, or, if the Articles are not received by the Secretary of State within Five (5) business days, then the date of filing.

ARTICLE 9

AMENDMENT:

The 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 has signed these Articles of Incorporation on this 9 day of August, 1996.



MARIA N. GROVE

STATE OF FLORIDA

COUNTY OF DADE

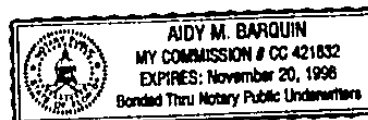
The foregoing instrument was acknowledged before me this 9th day of August, 1996 by MARIA N. GROVE to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who did take an oath

WITNESS my hand and official seal this 9th day of August, 1996.



NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires.



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SCULPTURED NAILS, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 9th day of August, 1996.



MARIA N. GROVE
Registered Agent

FILED
26 AUG 12 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA