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Jeffrey W. Hamilton

Claudia C. Carrillo
(Of Counsel)

October 21, 1996

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

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-10/24/96--01057--004
****122.50 ****122.50

RE: STUDIO 121, INC.
A for-profit corporation

Dear Sir or Madam:

Enclosed please find an original Articles of Incorporation with regard to the above captioned corporation, along with our check in the amount of \$122.50.

Please forward a receipt and the certified copy of said Articles to our office at the above letterhead address as soon as possible.

Thank you for your consideration in this matter.

Sincerely,

Pat

Pat Mixon
Assistant to Mr. Hamilton

/pm

Enclosures

Jeff Hamilton
verified mailing II
address in 2nd office
PH

95 NOV 12 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PH 11/12/96
22780
PH
10/22/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 25, 1996

RECEIVED
OCT 30 1996

CARRILLO & HAMILTON
702 MANATEE AVE W
BRADENTON, FL 34205

SUBJECT: STUDIO 121, INC.
Ref. Number: W96000022780

We have received your document for STUDIO 121, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 396A00049429

ARTICLES OF INCORPORATION

OF

STUDIO 121 SOUTH, INC.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be Studio 121 South, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

121 Bridge Street, Bradenton Beach, FL 34217 and 2314 Canasta, Drive, Bradenton Beach, FL 34217.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of :

- A. Performing cosmetic enhancements, and
- B. Engaging in any other lawful activity or business for which corporations may be

Incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of the Corporation shall be one hundred (100) shares of common stock having no par value.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors,

the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address are as follows:

NAME	ADDRESS
Ines C. Norman	2 3 1 4 C a n a s t a D r i v e , Bradenton Beach, Florida 34217

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold offices as provided in the Bylaws.

ARTICLE VII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE IX - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be:
2314 Canasta Drive, Bradenton Beach, Florida 34217.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be: Ines C. Norman.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Ines C. Norman	2314 Canasta Dr. Bradenton Beach, Florida 34217

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 21 day of October, 1996.

Ines C. Norman

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 21 day of October, 1996, by Ines C. Norman, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

My Commission Expires:

Notary Public
 JEFFREY W. HAMILTON
Notary Public, State of Florida
My Comm. Expires May 4, 1998
No. CC 098954
Donated thru Hosp. & Health Insurance, Inc.
(SEAL)

ACCEPTANCE

I hereby accept to act as initial Registered Agent for Studio 121, as stated in these Articles of Incorporation.

Ines C. Norman