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THE LAW OFFICES OF
VARGAS & ZION

2222 PONCE DE LEON BOULEVARD
SIXTH FLOOR
CORAL GABLES, FLORIDA 33134

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GREGORY J WRIGHT, ESQ., OF COUNSEL

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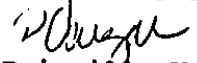
November 5, 1996

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

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation and Registered Agent Certificate for Raquel's Nail Salon, Inc. Send me a certified copy of the Articles. I also enclose a check in the amount of \$122.50 to cover the cost of these services.

Very truly yours,



Priscilla Vargas

FILED
96 NOV -7 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RAQUEL'S NAIL SALON, INC.

FILED
96 NOV -7 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is RAQUEL'S NAIL SALON, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation will engage in the business of providing personal care services.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation, whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase their pro rata

THIS DOCUMENT PREPARED BY:
PRISCILLA D. VARGAS, ESQ.
BAR #:717754
VARGAS & ZION
2222 PONCE DE LEON BOULEVARD, SIXTH FLOOR
CORAL GABLES, FLORIDA 33134
Phone: (305) 443-3600 Fax: (305) 443-8788

share thereof at the same price and under the same terms at which it is offered to others.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is 1060 Brickell Avenue, Suite 115, Miami, Florida 33131. The Board of Directors may, from time to time, move the principal office to any other address.

The name and address of the initial Registered Agent of this corporation is RAQUEL WATTERS, 1060 Brickell Avenue, Suite 115, Miami, Florida 33131.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall

indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Director or Officer is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or

transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office addresses of the initial Officers and Directors of the corporation are:

RAQUEL WATERS, President, Vice President, Treasurer,
Secretary, Director

1060 Brickell Avenue, Suite 115, Miami, Florida 33131

ARTICLE XI. INCORPORATOR

The name and post office address of the subscriber to these Articles of Incorporation is RAQUEL WATERS, 1060 Brickell Avenue, Suite 115, Miami, Florida 33131.

ARTICLE XII. AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned has set her hand and seal and has acknowledged and filed these Articles in the Office of the

Secretary of the State of Florida as Incorporator of RAQUEL'S NAIL SALON, INC. this 1 day of NOV., 1996.

Raquel Watters
RAQUEL WATTERS
INCORPORATOR

STATE OF FLORIDA:

COUNTY OF DADE :

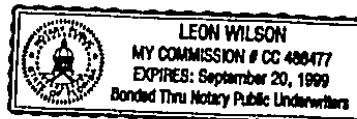
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this State and county above named, to take acknowledgments, personally appeared RAQUEL WATTERS, personally known to me or who produced _____ as identification, to me well known as the person described as the subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 1st day of NOVEMBER, 1996.

Leon Wilson
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

LEON WILSON
PRINT NOTARY NAME

My Commission Expires:



DEPARTMENT OF STATE

This certificate designates the place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

RAQUEL'S NAIL SALON, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 1060 Brickell Avenue, Suite 115, Miami, Florida 33131 has named Raquel Watters as its agent to accept service of process within this state.

OFFICERS, DIRECTORS AND SPECIFIC ADDRESSES

Raquel Watters, President, Vice President, Treasurer, Secretary, Director

1060 Brickell Avenue, Suite 115, Miami, Florida 33131

ACCEPTANCE:

I agree, as Resident Agent of RAQUEL'S NAIL SALON, INC., to accept service of process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept service of process) at the above Florida designated address in some conspicuous place in the office as required by law.

BY: Raquel Watters.
Raquel Watters

SECRET
TALLAHASSEE, FLORIDA

96 NE 1-7 PM 9:16

SEP 11 1996