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**FLORIDA DIVISION OF CORPORATIONS  
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**TO: DIVISION OF CORPORATIONS**

**FAX #: (904)922-4001**

**FROM: AGE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571**

**ACCT#: 070744001530**

**FAX #: (305)358-7832**

**NAME: MIGHTY MIKE'S TATTOOING, INC.  
AUDIT NUMBER.....H97000000418  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 8, 1997

**ACE INDUSTRIES INC.**

**MIAMI, FL**

**SUBJECT: MIGHTY MIKE'S TATTOOING, INC.**  
**REF: W97000000489**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6878.

**Terri Buckley**  
Corporate Specialist

**FAX Aud. #: H97000000418**  
**Letter Number: 797A00000975**

H97-00418

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
of  
**MIGHTY MIKE'S TATTOOING, INC.**

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

EFFECTIVE DATE  
1-6-97

**ARTICLE I. NAME**

The name of the corporation is: **MIGHTY'S MIKE'S TATTOOING, INC.** The principal place of business and the mailing address of this corporation shall be 7191 Coolidge Street, Hollywood, Florida 33024.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V. VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI. DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

Prepared by:  
**ACE INDUSTRIES, INC.**  
64 NW 11th Street  
Miami, FL 33136  
305-358-2571

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**ARTICLE VII. DIRECTORS**

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
MIKE N. LEWANDOWSKI Director	7191 COOLIDGE STREET HOLLYWOOD, FLORIDA 33024

**ARTICLE VIII. OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

MIKE N. LEWANDOWSKI President/V. Pres.	7191 COOLIDGE STREET HOLLYWOOD, FLORIDA 33024
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**ARTICLE IX. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X. TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is: MIKE N. LEWANDOWSKI, 7191 COOLIDGE STREET, HOLLYWOOD, FLORIDA 33024.

**ARTICLE XII. SUBSCRIBER**

The name and address of the subscriber of these Articles of Incorporation is: AELION & LOREN, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

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**ARTICLE XIII. INDEMNIFICATION**

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or wilful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 1st day of Jan, 1997.

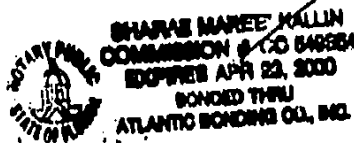
  
MIKE N. LEWANDOWSKI PRES./V.PRES.

STATE OF FLORIDA )  
                          )SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Mike N. Lewandowski, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 1st day of Jan, 1997.

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING SUBMITTED:

FIRST -- MIGHTY MIKE'S TATTOOING, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS LOCATED AT 7191 COOLIDGE STREET, HOLLYWOOD,  
FLORIDA 33024, AND HEREBY NAMES MIKE N. LEWANDOWSKI, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

Mike N. Lewandowski  
MIKE N. LEWANDOWSKI

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

Mike N. Lewandowski  
MIKE N. LEWANDOWSKI  
REGISTERED AGENT  
DATED: 1/14/97

FILED  
97 JAN 14 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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