

LAW OFFICES
BRAD GLOVSKY

7770 W. Oakland Park Blvd.
Nations Bank Bldg., Suite 303
Sunrise, Florida 33351

Telephone: (954) 746-9801
Fax: (954) 748-1609

February 13, 1997

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Secretary of State
Division of Corporation
605 West Gaines Street
Tallahassee, FL 32301

Re: DEERFIELD BEACH TATTOO, INC.

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named Florida corporation. Please also find enclosed a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy fee	\$52.50
Registered Agent fee	\$35.00

Please file the enclosed Articles of Incorporation and return the certified copy of same to me.

Yours very truly,


Brad Glovsky

Enclosures



FILED
97 FEB 17 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
DEERFIELD BEACH TATTOO, INC.

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97 FEB 17 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, under Section 607 of the Florida Statutes authorizing the formation of corporations.

ARTICLE I - NAME:

The name of the corporation shall be:

DEERFIELD BEACH TATTOO, INC.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue (100) shares of common stock with a par value of One (\$1.00) Dollar per share. All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE V - VOTING RIGHTS:

Except as otherwise provided by law, the entire voting power for the election of directors

and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI - PREEMPTIVE RIGHTS:

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 2207 Hillsboro Blvd. Unit 29, Deerfield Beach, FL 33442. The name and address of the initial Registered Agent of the corporation is THOMAS PULERI.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS:

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is THOMAS PULERI.

ARTICLE IX - INCORPORATOR:

The name and address of the person signing these Articles is: THOMAS PULERI, 2207 Hillsboro Blvd. Unit 29, Deerfield Beach, FL 33442.

ARTICLE X - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XI - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

NOT RECALLED

ARTICLE XII - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XIII - CONFLICT:

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall have authorized any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

ARTICLE XIV - LIABILITY:

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XV - AMENDMENT:

The 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


stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of February, 1997.

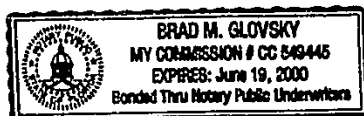

THOMAS PULERI

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13 by February, 1997, who is personally known to me or who has produced a Drivers License as identification and who did take an oath.


NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



Prepared By:
Brad Glovsky, Esq.
7770 W. Oakland Park Blvd.
Suite 303
Sunrise, FL 33351
FL Bar #705251


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

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

FIRST: That THOMAS PULERI is desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Deerfield Beach, County of Broward, State of Florida, has named THOMAS PULERI, located at 2207 Hillsboro Blvd. Unit 29, Deerfield Beach, FL 33442, in the County of Broward and the State of Florida as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


THOMAS PULERI
Resident Agent

Dated:

February 13, 1997

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SECRETARY OF STATE
TALLAHASSEE FLORIDA