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LAW OFFICES

WILLIAM C. MCINTYRE, P.A. FILED

3561 S.W. CORPORATE PARKWAY
PALM CITY, FLORIDA 34990

97 MAY 19 AM 9: 58

WILLIAM CASEY MCINTYRE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA (561) 288-3000
FAX (561) 288-2493

May 15, 1997

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***122.50 ***122.50

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

Re: Pinnacle CDRE, Inc.

To Whom It May Concern:

Enclosed is the original and a photocopy of Articles of Incorporation of Pinnacle CDRE, Inc., together with our firm check in the amount of \$122.50 for the filing fee and certified copy. Kindly return the certified copy to me at the above address.

Very truly yours,


William C. McIntyre

WCM/cb
Enclosures

PH
5/21/97

ARTICLES OF INCORPORATION
OF
PINNACLE CDRE, INC.

FILED
97 MAY 19 AM 9:58
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this Corporation, hereby make, execute and acknowledge these Articles of Incorporation under the Florida General Corporation Act, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is PINNACLE CDRE, INC.

ARTICLE II

Duration and Commencement of Existence

The duration of the Corporation is perpetual. The corporate existence of the Corporation shall commence at the time of filing these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

Purpose and Powers

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of any jurisdiction in which the Corporation may operate. The Corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares of common stock which shall have a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services which shall have a value as determined from time to time by the Board of Directors of the Corporation but which shall not be less than the par value of the stock to be issued therefor, provided that such services shall have actually been performed for the benefit of the Corporation prior to the issuance of such stock.

ARTICLE V

Registered Office and Agent

The street address and mailing address of the Corporation's initial registered office shall be:

2105 U.S. 1 South
Vero Beach, FL 32962

The name of the Corporation's initial registered agent at such address is Craig D. Rich.

ARTICLE VI

Street and Mailing Address of Corporation

The street address and mailing address of the Corporation shall be:

2105 U.S. 1 South
Vero Beach, FL 32962

ARTICLE VII

Board of Directors

The number of Directors constituting the initial Board of Directors is one (1).

Thereafter, the number of Directors shall be as provided in the ByLaws.

ARTICLE VIII

Initial Board of Directors

The name and address of each person who is to serve as a member of the initial Board of Directors is:

Craig D. Rich
2105 U.S. 1 South
Vero Beach, FL 32962

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Craig D. Rich
2105 U.S. 1 South
Vero Beach, FL 32962

ARTICLE X

Indemnification

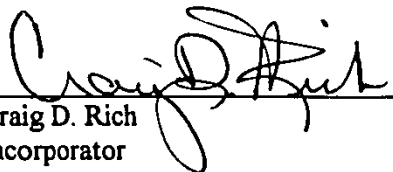
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Amendment

This 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 Shareholders is subject to this reservation.

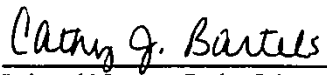
IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 15th day of May, 1997.



Craig D. Rich
Incorporator

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 15th day of May, 1997, by Craig D. Rich, who is personally known to me.



Printed Name: Cathy J. Bartels
Notary Public, State of Florida
Commission No.:
My Commission Expires:


ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PINNACLE CDRE, INC. and agrees to comply with the provisions of the laws of Florida, including Section

48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: May 15, 1997.



Craig D. Rich
Registered Agent

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97 MAY 19 AM 9:58
TALLAHASSEE, FLORIDA

P97000044995

2314 E. Semoran Blvd.
Apopka, FL 32703
(407) 880-7436

May 15, 1997

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Florida Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

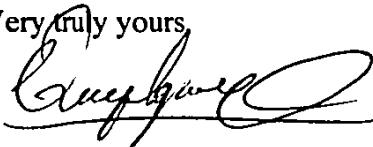
Dear Sir or Madam:

ABC

Enclosed for filing are two copies of Articles of Incorporation for Nails, Inc., a Florida corporation, along with the check in the amount of \$122.50 to cover the cost of filing these Articles.

Please return one certified copy to the undersigned. If there are any questions, please contact me immediately. Thank you.

Very truly yours



Quyen Nguyen
AF/MW
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 10 00 AM '97

9/3/21/97

**ARTICLES OF INCORPORATION
OF
A B C NAILS, INC.**

FILED
SECRETARY OF STATE
CORPORATIONS
97 MAY 16 11 01 AM '99

The undersigned, for the purpose of forming a corporation for profit under the law of Florida, adopts the following Articles of Incorporation.

Article I

Name: The name of the corporation is A B C Nails, Inc.

Article II

Duration: This corporation shall exist perpetually.

Article III

Purposes: This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

Article IV

Capital Stock: The maximum shares of stock which this corporation is authorized to have outstanding at anyone time are 10,000 shares of common stock having par value of \$1.00 and 1,000 shares of stock preferred as to dividends having a par value of \$10.00 per share.

Article V

Principal Place of Business: The address of the principal place of business of the corporation is:
2314 E. Semoran Blvd.
Apopka, FL 32703

Article VI

Initial Registered Office & Agent: The street address of the initial registered office of this corporation is 2314 E. Semoran Blvd., Apopka, FL 32703, and the name of the initial registered agent of this corporation at that address is Quyen Nguyen.

Article VII

Directors: Section 6.1 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and the street address of the initial director of the corporation are:

<u>Name</u>	<u>Address</u>
Quyen Nguyen	2314 E. Semoran Blvd. Apopka, FL 32703

Article VIII

Incorporators: The name and the street address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Quyen Nguyen	2314 E. Semoran Blvd. Apopka, FL 32703

Article IX

Amendment: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator have executed these
articles of

Incorporation this 14 day of 05, 1997

Quyen Nguyen

STATE OF FLORIDA

COUNTY OF Seminole

File N250714702090

The foregoing instrument was acknowledged before me this 14th day of
May, 1997

[Signature]
Notary Public, State of Florida

My Commission Expires Sept 18, 2000

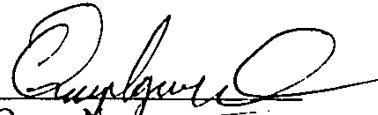


LIZA V BOSQUES
My Commission CC586818
Expires Sep. 18, 2000

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTER AGENT AND STREET ADDRESS FOR THE SERVICE OF
PROCESS**


In compliance with the Florida Statutes Section 48.091, 607.034, the following is submitted:

A B C Nails, INC., desiring to organize or qualify under the laws of the State of Florida hereby Quyen Nguyen designates as its registered agent to accept service in process within the State of Florida and the address of its registered office shall be 2314 E. Semoran Blvd., Apopka, Florida 32707.


Quyen Nguyen

Date: 14-05-97

Having been named to accept services of 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.

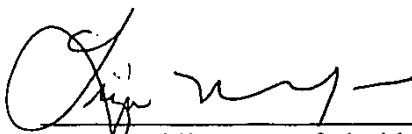

Quyen Nguyen

Date: 14-05-97

STATE OF FLORIDA

COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 14th day of May, 1997.



Notary Public, State of Florida

My Commission Expires: Sept 18, 2000



LIZA V BOSQUES
My Commission CC586618
Expires Sep. 18, 2000

**DIRECTORS' ORGANIZATIONAL CONSENT WITHOUT A MEETING
OF
A B C NAILS, INC.**

Pursuant to Florida Statutes Section 607.134, the undersigned, being the only member of the Board of Directors of A B C Nails, Inc., a Florida Corporation, adopt the following resolutions and consent to the taking of the following actions:

RESOLVED, that the certified copy of the Certificate of Incorporation of this corporation issued by the Department of State of Florida shall be inserted in the minute book of the corporation following this consent.

RESOLVED, that the form of the bylaws submitted to the Board of Directors, are adopted as the Bylaws of this Corporation and that copy shall be inserted in the minute book of the corporation following this consent.

RESOLVED, that the form of stock certificates presented to the Board of Directors is adopted as the official form of stock certificate of this Corporation, and that a copy thereof shall be inserted in the minute book of the corporation following this consent.

RESOLVED, that the seal impressed upon the margin thereof is adopted as the official seal of the corporation.

RESOLVED, that the following persons are elected to the following offices:

President:	Quyen Nguyen
Secretary /Treasure:	Quyen Nguyen

RESOLVED, that the Corporation will offer, sell and issue 1,000 shares of its common stock, par value of \$1.00, payable in money, property or other lawful considerations to:

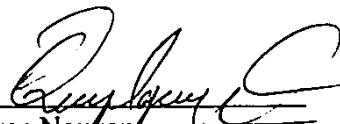
Quyen Nguyen	500 shares
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RESOLVED, that the banking resolutions in the form presented to the Directors are adopted, and that copy shall be inserted in the minute book of the Corporation following this consent.

RESOLVED, that the secretary will execute a certificate certifying that the documents inserted in the minute book following this consent and before said certificate are the documents described in this consent as presented or submitted to the Directors; and said certificate shall be inserted following said documents.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 14 day of 05, 1997.

Directors:


Quyen Nguyen

SECRETARY OF STATE
BUREAU OF RECORDS
1997