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September 3, 1997

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

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-09/08/97--01126--008
****122.50 ****122.50

Re: Class Act Tattooing, Inc./Filing of Articles

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check made payable to the Department of State in the amount of \$122.50. It is requested that you file the enclosed Articles of Incorporation and return a Certificate of Incorporation together with a certified copy of the enclosed Articles as soon as possible.

Should you have any questions or comments concerning this matter please do not hesitate to contact me.

Very truly yours,

Lawrence M. Abramson
LAWRENCE M. ABRAMSON

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Enc.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -8 AH 10:15

9/10/97

ARTICLES OF INCORPORATION
OF
CLASS ACT TATTOOING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -8 AM 10:15

ARTICLE I. CORPORATE NAME

The name of this corporation is **CLASS ACT TATTOOING, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted 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 issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The initial street address of this Corporation in the State of Florida shall be:

2740 Okeechobee Blvd.
West Palm Beach, Florida 33409

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director(s) of this Corporation and their street addresses are:

TRACY CHAO
1749 VILLAGE BLVD., #104
WEST PALM BEACH, FLORIDA 33409

The person named as initial director shall hold office for the first year of existence of this Corporation or until his or her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATION

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

LAWRENCE M. ABRAMSON, ESQ.
1860 FOREST HILL BLVD., SUITE 200
WEST PALM BEACH, FLORIDA 33406

ARTICLE IX. AMENDMENT

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 them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. REGISTERED AGENT

That CLASS ACT TATTOOING, INC., desiring to organize under the laws of the State of Florida, hereby names, Lawrence M. Abramson, located at 1860 Forest Hill Blvd., Suite 200, West Palm Beach, Florida 33406, County of Palm Beach, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the Corporation named herein, at the place designated in Article X of the Articles of Incorporation above, the undersigned hereby agrees to act in this capacity, for the corporation.

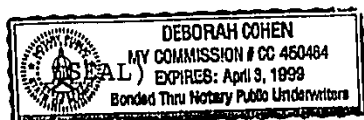
Lawrence M. Abramson
LAWRENCE M. ABRAMSON

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation of CLASS ACT TATTOOING, INC.,

Lawrence M. Abramson
LAWRENCE M. ABRAMSON

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared LAWRENCE M. ABRAMSON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledge before me that he subscribed to these Articles of Incorporation on September 3, 1997.



Deborah Cohen
Notary Public
State of Florida at Large
My Commission Expires: