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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: NAILS OF THE 90S, INC.

AUDIT NUMBER.....H97000017378

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
NAILS OF THE 90S, INC.**

The undersigned Incorporator sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be:

NAILS OF THE 90S, INC.

**ARTICLE II
TERM OF EXISTENCE**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III
NATURE OF BUSINESS AND POWERS**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$01) Cent per share.

Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110

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ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

CLAUDIA EUSSE
5445 Collins Avenue
Apartment #1232
Miami Beach, Florida 33140

ARTICLE VI
MAILING ADDRESS OF THE CORPORATION

The mailing address of the Corporation is the principal office of the Corporation as of the date of execution of these Articles, and is:

5445 Collins Avenue
Apartment 1232
Miami Beach, Florida 33140

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one directors initially. The name and address of the initial director of the corporation, who shall hold office until this successor is elected and qualified or until his earlier resignation or removal from office is:

Claudia Eusse
5445 Collins Avenue
Apartment 1232
Miami Beach, Florida 33140

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is:

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Claudia Eusse
5445 Collins Avenue
Apartment 1232
Miami Beach, Florida 33140

ARTICLE IX
CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X
INDEMNIFICATION

No indemnification shall be provided to any director, officer, employee or agent of the Corporation pursuant to Florida Statutes 607.014(9) if the Board of Directors of the Stockholders of the Corporation do not specifically provide for such indemnification.

ARTICLE XI
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 thereon, 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.

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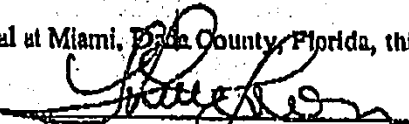
IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed
the foregoing Articles of Incorporation this ____ day of October, 1997.


CLAUDIA EUSSE
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared CLAUDIA EUSSE, to me
known to be the person described as Incorporator and who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he subscribed to these Articles of
Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 10
day of October, 1997.


Notary Public
State of Florida at Large

My Commission Expires:




Notary Halphon Leon
My Commission CC878289
Expires Aug. 18, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of NAILS OF THE 90S, INC., the
undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations
imposed by Florida Statutes Section 607.325.

Dated this 10 day of October, 1997.


CLAUDIA EUSSE

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