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CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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11/06/97--01031--009

\*\*\*122.50 \*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Vital Image Nails, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 11/6/97

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
97 NOV -6 PM 12:07  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 NOV -6 AM 10:54  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
VITAL IMAGE NAILS, INC.

FILED  
97 NOV -6 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is VITAL IMAGE NAILS, INC.

ARTICLE II - PRINCIPAL OFFICE AND NATURE OF BUSINESS

The principal place of business and mailing address of the corporation shall be 14418 North Dale Mabry Highway, Tampa, FL 33618.

The purpose of this corporation is to provide nail care, cosmetic services and engage in any other activity or business permitted under the laws of the United States and Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1000 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at

any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

#### ARTICLE IV - TERM OF EXISTENCE

The duration of this corporation is perpetual.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall not have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

#### ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 14418 North Dale Mabry Highway, Tampa, FL 33618 and the name of the initial registered agent at that address is Brenda Della Penna.

#### ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is Two (2 ). The name and address of persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Brenda Della Penna	23005 Mayfair Drive Land O'Lakes, FL 34639-4114
Penny Galluppo	604 West Northbay Street Tampa, FL 33603-3434

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Brenda Della Penna	23005 Mayfair Drive Land O'Lakes, FL 34639-4114

#### ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors or any other corporation, firm, association or entity in which one or

more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because of his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

#### **ARTICLE XI - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XII - MISCELLANEOUS

Other lawful provisions, if any, concerning the stock of this corporation, or for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its Directors or Shareholders, or of any class of Shareholders: None.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of November, 1997.

Brenda Della Penna

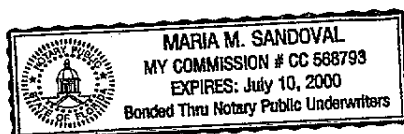
Brenda Della Penna

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 5<sup>th</sup> day of November, 1997 before me, the undersigned, a Notary Public in and for the said County and State, personally appeared Brenda Della Penna known to me to be the person whose name is subscribed to the within instrument and acknowledge that he/she executed the same.

Maria M. Sandoval  
Notary Public, State of 11-5-97  
Florida at Large



CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
97 NOV -6 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

VITAL IMAGE NAILS, INC.

2. The name and address of the registered agent and office is:

Brenda Della Penna  
14418 North Dale Mabry Highway  
Tampa, FL 33618

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Brenda Della Penna  
Date 11-5-97