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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SOPHISTICATED NAILS, INC.

AUDIT NUMBER.....H97000018892

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION
OF
Sophisticated Nails, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is Sophisticated Nails, Inc.

ARTICLE II
DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of these Articles of Incorporation. This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The principal office or mailing address of this corporation is 3161 West Oakland Park Blvd., Oakland Park, Fl. 33311.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3161 West Oakland Park Boulevard, Oakland Park, Fl. 33311, and the name of the initial registered agent of this corporation at that address is Tracye Bruce.

Prepared by:
Ingrid Bachelor
Bachelor & Associates, Inc.
5122 Northwest 43rd Avenue
Coconut Creek, Florida 33073

(954) - 421-3319

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ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
Tracye Bruce	3161 West Oakland Park Blvd. Oakland Park, Fl. 33311

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Tracye Bruce	3161 West Oakland Park Blvd. Oakland Park, Fl. 33311

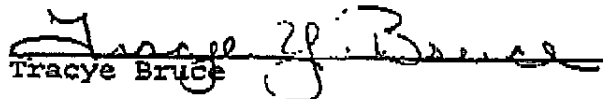
ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
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, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of November, 1997.


Tracye Bruce

Prepared by:
Ingrid Bachelor
Bachelor & Associates, Inc.
5122 Northwest 43rd Avenue
Coconut Creek, Florida 33073 2

(954)-421-3319

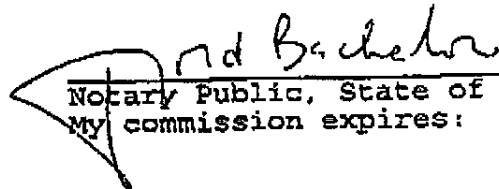
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STATE OF FLORIDA !
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Mrs. Tracye Bruce, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforementioned, this 12th day of November, 1997.


Notary Public, State of Florida
My commission expires:



Prepared by:
Ingrid Bachelor
Bachelor & Associates, Inc.
5122 Northwest 43rd Avenue
Coconut Creek, Florida 33073 3

(954) 421-3319

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

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Sophisticated Nails, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Oakland Park, County of Broward, State of Florida, has named Tracye Bruce, located at 3161 West Oakland Park Boulevard, Oakland Park, Florida 33311, County of Broward, 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-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.


Tracye Bruce

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TALLAHASSEE, FLORIDA

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