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LAW OFFICE OF
Noel G. Lawrence, P.A.

Attorneys & Counselors at Law

100 Riverside Avenue
Jacksonville, FL 32202

Telephone: (904) 356-9928
Facsimile: (904) 356-6762

EFFECTIVE DATE

12-29-97

January 5, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

RE: U.S. NAILS BEAUTY SUPPLY, INC. and
 #1 NAILS, INC.

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-01/05/98--01039--006
****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed herewith an original and copy of the Articles of Incorporation for each of the above-referenced corporations. In addition, a check in the amount of \$245.00 is enclosed to cover the costs of the applicable fees as follows:

	<u>U.S. NAILS BEAUTY SUPPLY, INC.</u>	<u>#1 NAILS, INC.</u>
Filing Fee:	\$35.00	\$35.00
Registered Agent Fee:	\$35.00	\$35.00
Certified Copy of Document:	<u>\$52.50</u>	<u>\$52.50</u>
	\$122.50	\$122.50

Please file the original of the enclosed and return a copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,


Terrence L. Ivey, Esquire
FOR THE FIRM

TLV

Enclosures (as stated)

FILED
98 JAN -6 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 1/8/98

EFFECTIVE DATE

12-29-97

FILED

ARTICLES OF INCORPORATION

98 JAN -6 AM 10:48

OF

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

US NAILS BEAUTY SUPPLY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be:

US NAILS BEAUTY SUPPLY, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is as follows:

To sell various goods on consignment. The consignment process shall require that goods be entrusted to the corporation/consignee for sale under an agreement with the owner/consignor of the good(s) and the consignee will pay by the consignor for any sold goods and will return any unsold goods. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

ARTICLE III

Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

ONE HUNDRED COMMON STOCK SHARES

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue of the stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by shareholders of the corporation.

D. There shall be no more than fifteen (15) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporation, associations, or partnerships.

ARTICLE IV

Terms of Existence

This corporation is to exist perpetually.

ARTICLE V

Principle Place of Business

The initial street address of the principal office of this corporation is **830 Casset Avenue, Jacksonville, Florida 32205.**

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

Directors

The Business affairs of the corporation shall be under the direction of the Board of Directors. This corporation shall have **(two) 2** directors initially who are to serve as Directors until the first annual meeting of the shareholders or until the successor (s) is elected and qualified. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than **(two) 2**. Any director may be removed from time to time, with or without cause, by a majority vote at a meeting called for that purpose. The initial Board of Directors are as follows:

**Tri Nguyen
1064 Rene Court
Orange Park, Florida 32073**

**Loan Nguyen
1064 Rene Court
Orange Park, Florida 32073**

ARTICLE VII

Effective Date of Document

Pursuant to Florida Statutes Section 607.0203 (1) (b), the effective date of these Articles of Incorporation shall be within five business days prior to the date of filing.

ARTICLE VIII

Indemnification


The corporation may be empowered to indemnify any office or director, while in office, in the manner set out and provided for pursuant to the provision of Florida Statutes Section 607.0880.

ARTICLE IX

Registered Agent

The initial designation of the registered agent office of this corporation shall be **Tri Nguyen,**

1064 Rene Court, Orange Park, Florida 32073. Pursuant to Florida Statutes Section 607.0501, having been named to accept process for the above stated corporation, at the place designated in these Article of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Tri Nguyen

ARTICLE X

Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, Tri Nguyen, the incorporator, has hereunto set his hand and seal
this 14th day of November, 1997.




Tri Nguyen

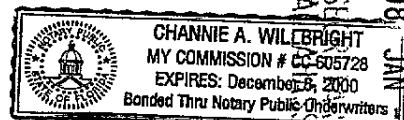
STATE OF FLORIDA
COUNTY OF DUVAL

BE IT KNOWN, that on 14th day of November one thousand nine hundred and ninety seven, before me, Channie A. Willbright, a Notary Public in and for the State of FLORIDA, duly commissioned and sworn, dwelling in the CITY OF JACKSONVILLE, personally came and appeared TRI NGUYEN, to me shown _____ drivers licenses, and known to me to be the same person described in and who executed this instrument, and he acknowledged the same to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my and affixed my seal of office the day and year last above written.



Notary Public, State of FLORIDA
at Large.
My Commission Expires: 12-8-00
Commission Number: CC 605728
Print Notary Name: Channie A. Willbright



98 JAN 5 AM 10:48
FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA