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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PEANUT ENTERPRISES, INC.

AUDIT NUMBER.....H98000006528

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

CERT. OF STATUS..0

PAGES..... 7

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 6, 1998

EMPIRE

SUBJECT: PEANUT ENTERPRISES, INC.
REF: W98000007592

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FAX Aud. #: H98000006528
Letter Number: 498A00018118

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ARTICLES OF INCORPORATION

OF

PEANUT ENTERPRISES, INC.

The undersigned subscriber to these ARTICLES OF INCORPORATION, as natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FIRST: The name of this corporation is PEANUT ENTERPRISES, INC.

SECOND: NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is:

To conduct and carry on the business of a tanning & nail salon, and the sale of related products and beachwear including the performance of all duties related and pertinent thereto.

The said corporation may perform any part of its business outside the State of Florida, in the other states or colonies of the United States, and throughout foreign countries.

THIRD: CAPITAL STOCK. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1000 shares of voting common stock having a par value of \$1.00 per share.

The consideration for the issuance of said shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the full part value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this corporation at any meeting of the Board; but a determination concerning the issuance of certain of the corporation's shares of stock shall not in anywise fix or determine the value of shares

Prepared by:
Ronnie G. Crider, Esq.
Fla. Bar #0278750
1550 S. Highland Ave. Suite C
Clearwater, Florida 33756
813-446-4800

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later to be issued out of the remaining authorized but unissued stock. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as a consideration for the issuance of said stock shall be fixed by the Board of Directors of this corporation at any regular meeting of the board or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereof. Any and all shares of stock of this corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this corporation's stock so issued shall be deemed fully paid and non-assessable.

FOURTH: INITIAL CAPITAL. The amount of capital with which the said corporation will begin business is One Thousand \$1000.00 Dollars.

FIFTH: TERM OF EXISTENCE. The said corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

SIXTH: ADDRESS. The principal office of the said corporation is to be located at Jordan Hills Professional Center, 1550 S. Highland Ave. Suite C, Clearwater, Florida, 33756. The Board of Directors may from time to time move the principal office to any other address in Florida.

SEVENTH: INITIAL DIRECTORS AND OFFICERS. This corporation shall have one (1) director initially. The number of directors may increase or diminish from time to time in accordance with bylaws adopted by the stockholder or stockholders. Directors shall be of full age and at least

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one shall be a citizen of the United States. They shall be elected by a majority of the stock present and participating at the annual meeting of the corporation to be held as prescribed by the bylaws, and shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified.

The names and post office addresses of the first Board of Directors are:

Ronnie G. Crider 1550 S. Highland Ave. Suite C
Clearwater, Florida 33756

Ronnie G. Crider shall serve as President of the corporation and all other officers shall be elected at the first meeting of the Board of Directors.

The original By-Laws of this corporation shall be made, prepared and adopted by the Director of the Board of the corporation by a majority of the vote thereof. Thereafter the said By-Laws may be amended by the Director at any regular meeting of said Board, or at any special meeting for which such amendment is one of the purposes for which the meeting is called, by a majority of the directors present. The Director shall conduct, manage and have complete charge of the business and affairs of the corporation. The Director shall have full power to specify the rules and conditions under which stock certificates shall be replaced. The Director shall also have the power, from time to time, to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital stock paid in).

The Board shall have the power and authority to purchase or otherwise acquire insurance, including life insurance, on the Director, Officer, and other employees of the corporation. This power and authority shall include the ability to select a designation of the owner of the policy, the beneficiary thereof and other pertinent matters as the Board in its discretion deems proper.

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The Director shall elect the officers of this corporation, who shall consist of the President, a Secretary and a Treasurer and, in the discretion of the Board, one or more Vice-Presidents, one or more Assistant Secretaries and such other and further officers as may be provided by resolution of the Board of Directors. None of these officers is required to be a stockholder of the corporation. All officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing term and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Board. The duties of all officers elected by the Board shall be prescribed by the By-Laws or resolution of the Board of Directors.

EIGHTH: SUBSCRIBERS. The names and post office address for the subscriber of these Articles of Incorporation and the number of shares of stock he agrees to take, and the value of the consideration therefore is:

SHARES/CONSIDERATION

Ronnie G. Crider	1550 S. Highland Ave. Suite C	1000/\$1000
	Clearwater, FL 33756	

NINTH: REGISTERED AGENT. The name and post office address of the registered agent is Robert O. Bauer, Esq., Jordan Hills Professional Center, 1550 South Highland Avenue, Suite C, Clearwater, 33756.

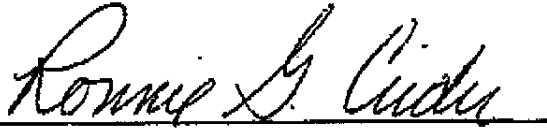
TENTH: AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber of the capital stock hereinbefore named for the purpose of forming a corporation

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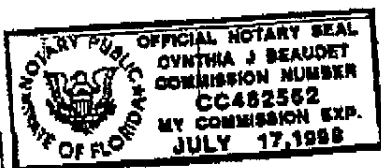
to do business both within and without the State of Florida, and in pursuance of Chapter 607, Florida Statutes, do hereby make, subscribe, acknowledge and file this certificate declaring and certifying that the facts herein stated are true and that I do so for the purpose of becoming a corporation under the said laws of the State of Florida, and do hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly I have hereunto set my hand and seal at Clearwater, Pinellas County, Florida, on this 3 day of April 1998.

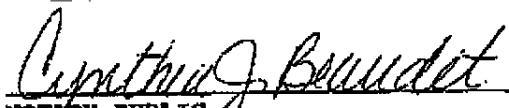

Ronnie G. Crider

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this 3rd day of April 1998, personally appeared before me, a notary public of the State of Florida, Ronnie G. Crider, to me well known and known to me to be the party to the foregoing Certificate of Incorporation, and known to me personally to be such, and acknowledged the said certificate to be his act and deed, and that the facts therein stated are truly set forth, and that he is the party to the foregoing certificate for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Clearwater, in the County and State aforesaid on this 3rd day of April 1998.





NOTARY PUBLIC

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CERTIFICATE OF REGISTERED AGENT

I HEREBY ACCEPT the designation of Resident Agent of the foregoing corporation at the address indicated.



Robert O. Bauer

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TALLAHASSEE, FLORIDA

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