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FILED
98 JUL 13 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 9, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


Re: Articles of Incorporation for Premier Academy of Nail
Technology, Inc.

Gentlemen,

Enclosed, please find Articles of Incorporation of Premier Academy
of Nail Technology, Inc. for filing with your office. Also
enclosed, please find my check payable to the Florida Department of
State in the sum of \$70.00 to cover the filing fee for the Articles
of Incorporation.

It would be greatly appreciated if you would file the articles and
advise me at your earliest convenience as to date of filing and the
Charter number assigned to the corporation. Should you have any
questions regarding this matter, please feel free to contact me.

Sincerely,



Lynn A. Weaver

Enclosed: a/s

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*****70.00 *****70.00

Shelly R. Andres
8006 E Broadway
Tampa, Fla. 33619

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ARTICLES OF INCORPORATION
OF
PREMIER ACADEMY OF NAIL TECHNOLOGY, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is PREMIER ACADEMY OF NAIL TECHNOLOGY, INC.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Article V - Corporation's Principal Office

The principal office of the corporation shall be 125 Central Drive, Brandon, Florida 33511. The mailing address of the corporation is 125 Central Drive, Brandon, Florida 33511.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 125 Central Drive, Brandon, Florida 33511, and the name of the initial registered agent of this corporation at that address is Lynn A. Weaver.

Article VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than two (2). The name and address of the initial directors of this corporation are:

Lynn A. Weaver
1105 Bluefield Avenue
Brandon, Florida 33511

Shelly R. Andress
8006 E. Broadway Avenue
Tampa, Florida 33619-2212

Article VIII - Incorporator

The name and address of the persons signing these articles is:

Lynn A. Weaver
1105 Bluefield Avenue
Brandon, Florida 33511

Shelly R. Andress
8006 E. Broadway Avenue
Tampa, Florida 33619-2212

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Preemptive Rights

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of: —

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

Article XI - Cumulative Voting Rights

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he sees fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled at any election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

Article XII - Stockholders' Meeting

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of 66 2/3% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66% of all shares issued and outstanding.

(1) Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

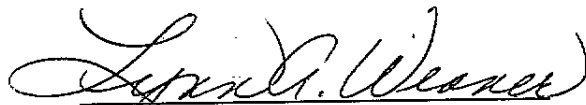
(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

The affirmative vote of 66 2/3% of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

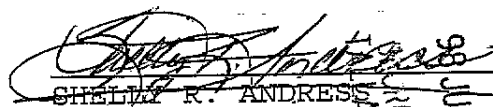
Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles of Incorporation this 9 day of
July, 1998.



LYNN A. WEAVER
as incorporator



SHELLY R. ANDRESS
as incorporator

FILED
98 JUL 13 AM 9:32
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, a Notary Public, authorized to take
acknowledgments in the State and County set forth above,
personally appeared before me, LYNN A. WEAVER and SHELLEY R.
ANDRESS, known to me and known by me to be the persons who
executed the foregoing Articles of Incorporation, and they
acknowledged before me that they executed these Articles of
Incorporation and provided Florida Drivers License as proof of
identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County aforesaid, this 9 day
of July, 1998.



Michelle R. Kirby
MY COMMISSION # CC703877 EXPIRES
January 18, 2002
BONDED THRU TROY PAIN INSURANCE, INC.


Notary Public

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THIS IS TO CERTIFY that I, LYNN A. WEAVER, do hereby accept
the designation as Registered Agent for PREMIER ACADEMY OF NAIL
TECHNOLOGY, INC. Further, that the registered office of 125
Central Drive, Brandon, Florida 33511, shall be maintained at 125
Central Drive, Brandon, Florida 33511.



LYNN A. WEAVER
As Registered Agent for
PREMIER ACADEMY OF NAIL
TECHNOLOGY, INC.