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THE UNITED STATES ACCOUNT NO. : 072100000032

REFERENCE: 939184

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: August 25, 1998

ORDER TIME : 10:52 AM

ORDER NO. : 939184-005

CUSTOMER NO: 82082A

CORPORATION

CUSTOMER: Robert P. Fritts, Esq

ROBERT P. FRITTS, P.A.

Suite 4

800002624568--0

5702 Lake Worth Road Lake Worth, FL 33463

DOMESTIC FILING

NAME:

ALTERED STATE TATTOO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

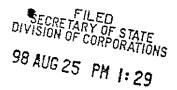
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

<u>OF</u>

ALTERED STATE TATTOO, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is ALTERED STATE TATTOO, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand shares of common stock having a par value of \$1.00.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MICHAEL JOHN PUCCIARELLI 1910 PENNSYLVANIA DRIVE LAKE WORTH, FL 33460 The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

2402 NORTH DIXIE HIGHWAY, #8 LAKE WORTH, FL 33460

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

MICHAEL JOHN PUCCIARELLI 2402 NORTH DIXIE HIGHWAY, #8 LAKE WORTH, FL 33460

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever comes first.

ARTICLE IX. INCORPORATOR

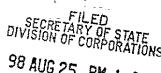
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

MICHAEL JOHN PUCCIARELLI 2402 NORTH DIXIE HIGHWAY, #8 LAKE WORTH, FL 33460

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 19 day of August, A.D., 1998.

MICHAEL JOHN PUCCIARELLI



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: ALTERED STATE TATTOO, INC.
- 2. The name and address of the registered agent and office is.

MICHAEL JOHN PUCCIARELLI 1910 PENNSYLVANIA DRIVE LAKE WORTH, FL 33460

> SIGNATURE MURIN Jahn Purun-MICHAELJOHN PUCCIARELLI (corporate officer)

nitle President

DATE Aug 19 1998

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 as registered agent 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

MICHAEL JOHN PUCCIARELL

DATE __

Aug 19 1998