

P980000 82509

TRANSMITTAL LETTER

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

SUBJECT: *is nails*
BROOKE, INC.
(PROPOSED CORPORATE NAME)

000002646390--1
-09/22/98--01003--020
*****70.00 *****70.00

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM: Wayne Erler, CPA
NAME

1460 Hibiscus Ave.
ADDRESS

Winter Park, FL 32789-1614
CITY, STATE, & ZIP

(407) 628-3589
TELEPHONE NUMBER

Note: Additional copies of articles is needed only when certified copy is requested.

Wayne Erler GAVE
AUTHORIZATION BY PHONE TO
SUBJECT Change name
DATE 9/23
EXAM BB

Brooke's Nails, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 PM 1:26

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

BROOKE'S NAILS, INC.

ARTICLE I - NAME

The name of this corporation is BROOKE'S NAILS, INC. and its principal place of business and mailing address is 3765 Blue Ridge Rd., West Palm Beach, FL 33406.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of voting common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3765 Blue Ridge Rd., West Palm Beach, FL 33406 and the initial registered agent of this corporation at that address is Brooke Bombacie.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Brooke Bombacie

3765 Blue Ridge Rd

West Palm Beach , FL 33406.

ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 20 day of July 1998.

Brooke Bombacie

Brooke Bombacie

Incorporator

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: BROOKE'S NAILS, INC.
2. The name and address of the registered agent and office is:

Brooke Bombacie
3765 Blue Ridge Rd
West Palm Beach, FL 33406

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SIGNATURE: Brooke Bombacie
(CORPORATE OFFICER)

TITLE : President

DATE : July 20, 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 Brooke Bombacie

DATE: July 20, 1998

REGISTERED AGENT FILING FEE: \$35.00