

CORPORATION(S) NAME

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SKUII	lead TAtto	DO J INC.
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Profit NonProfit	() Amendment	() Merger
) Foreign () Limited Partnership () Reinstatement	() Dissolution () Annual Report () Reservation	() Other () Change of Registered Agent
Call When Ready Walk In () Will	() Photo Copies () Call If Problem Wait (X) Pick U	() Certificate Under Seal () After 4:30 p
Name Availability Document Examiner Updeter Verifier Acknowledgment W.P. Verifier		DIAISION OF CORPORATED

CR2E031 (R8-85)

ARTICLES OF INCORPORATION

OF

SKULLHEAD TATTOO, INC.

The undersigned hereby subscribes to these Articles of Tool Incorporation for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provisions of the statutes of the state of Florida, providing for the formation and liabilities, rights, privileges, powers and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of this corporation is SKULLHEAD TATTOO, INC.

ARTICLE II

This corporation is organized for the purpose of the tattoo and body piercing business, and any and all other kinds of related incidental activities thereto, without limitation, and for the purpose of transacting any and all business and engaging in any activity permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This corporation is authorized to issue seven thousand, five hundred (7,500) shares of one dollar (\$1.00) par value common stock which shall be determined "common shares" with equal voting rights.

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V

The street address of the initial registered office of the corporation is 1401 S. Military Trail, Ste. G, West Palm Beach, Florida 33415, and the initial registered agent of the corporation at that address is LINDA RUDOLPH.

ARTICLE VI

The principal place of business for the corporation is 1401 S. Military Trail, Ste. G, West Palm Beach, Florida 33415.

ARTICLE VII

This corporation shall have two (2) directors initially, and there shall never be less than (1) director. The initial directors are LINDA RUDOLPH and ROBERT BRIEGEL, both of 1401 S. Military Trail, Ste. G, West Palm Beach, Florida 33415.

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is LINDA RUDOLPH of 1401 S. Military Trail, Ste. G, West Palm Beach, Florida 33415.

ARTICLE IX

The shares of capital common stock of this corporation to be issued initially are as follows:

LINDA RUDOLPH - 51 shares ROBERT BRIEGEL - 49 shares

ARTICLE X

The officers of this corporation shall be LINDA RUDOLPH as President, Secretary, Treasurer, Director and Registered Agent, and ROBERT BRIEGEL as Vice-president and Director.

ARTICLE XI

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

ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles, or any amendment hereto; any right conferred upon any shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 29 day of September, 1998.

Linda Rudolph

STATE OF FLORIDA) ss: COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared LINDA RUDOLPH, personally known to me, who acknowledged that she is the person who executed the foregoing Articles of Incorporation.

Notary Public, State of Florida Commission No. CC 546240 (Crass My Commission Expires 04/22/00)

William F. Barnes, III

MO-3-NOTARY - Fir. Notary Service & Bonding Co. \$2

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First	That SKULLHEAD TATTOO, INC.
desiring to	organize under the laws of the State of FLORIDA,
with its pri	incipal office, as indicated in the Articles of Incorporation
at City of_	WEST PALM BEACH , County of PALM BEACH ,
State of	FLORIDA , has named LINDA RUDOLPH
located at_	1401 S. Military Trail, Ste. G
City of	WEST PALM BEACH , County of PALM BEACH ,
State of	FLORIDA , as its agent to accept service of process
within this	State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated: September 24, 1998

By Junda Rudolph
(Resident Agent)

LINDA RUDOLPH HASSEE STATE

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