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JAMES C. KIRKLAND
2765 MAYPORT ROAD
JACKSONVILLE, FLORIDA 32233

November 10, 1998

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

Enclosed is "Articles of Incorporation" for JIM KIRKLAND TATTOOING, INC. along with a check in the amount of \$122.50 for filing fee and fee for certification.

Thank you for your attention to this matter.

Sincerely,



James C. Kirkland

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

JIM KIRKLAND TATTOOING, INC.

I, the undersigned, do hereby form a corporation for the purpose hereinafter stated and do hereby certify as follows:

ARTICLE I - Name

The name of this corporation shall be and is hereby declared to be JIM KIRKLAND TATTOOING, INC.

ARTICLE II - Duration

The period of its duration is perpetual.

ARTICLE III - Purpose

This corporation is organized for the purpose of operating a Tattoo Studio, to the extent permitted by Florida Law or to carry on in any capacity any business or trade deemed legal in the State of Florida.

In furtherance and not in limitation, of the general powers conferred by the laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to wit:

To enter into, make, perform contracts of every kind for any lawful purpose with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

To have one or more offices conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency, or county.

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ARTICLE IV - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service, or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - Initial Registered Office and Agent

That JIM KIRKLAND TATTOOING INC. desiring to qualify under the laws of the State of Florida, with its principal place of business at 2765 Mayport Road, Jacksonville, Florida 32233, has named JAMES C. KIRKLAND located at the above address as its Registered Agent to accept service of process within the State of Florida.

ARTICLE VI - Initial Board of Directors

The corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than the initial number of Directors. The name and address of the initial Director of this corporation is:

JAMES C. KIRKLAND, 12630 Stockwood Lane, Jacksonville, FL 32225.

ARTICLE VII - Non-Resident Directors

Directors need not be residents of this State nor shareholders unless Articles of Incorporation or By-laws so require.

ARTICLE VIII - Shareholders' Pre-emptive Rights

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue

bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of this notice from the corporation.

ARTICLE IX - Director Quorum and Voting

Only a majority of the Directors shall constitute a quorum for a meeting of the Directors of this corporation. If a quorum is present, the affirmative vote of a majority of Directors present or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of the majority of Directors present and voting, shall be the act of the Board of Directors.

ARTICLE X - Meetings, Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XI - Amendment of Articles and By-laws

The Articles of Incorporation and/or By-laws may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, presented by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, manifesting their intention that a certain amendment be made.

ARTICLE XII - Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one Director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of fifty-one percent (51%) of the shares then entitled to vote at an election of Directors.

ARTICLE XIII - Directors' Authority to Fix Compensation

The Board of Directors shall have the authority to set the amount of compensation to be paid to corporate officers. Such compensation shall be reasonable in amount in accordance with the

services rendered by corporate officers to, and on behalf of the corporation.

ARTICLE XIV - Informal Action of Directors

If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XV - Indemnification

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

ARTICLE XVI - Initial Subscribers

The name and address of the initial subscriber to these Articles of Incorporation, and number of shares of stock of this corporation which he agree to take is as follows:

NAME	NO. OF SHARES	ADDRESS
JAMES C. KIRKLAND	500	12630 Stockwood Lane Jacksonville, Florida 32225

ARTICLE XVII - Initial Capital

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE XVIII - Effective Date

This corporation shall commence existence upon filing of these Articles of Incorporation by the Department of State.

ARTICLE XIX - Acceptance by Registered Agent

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 45.901, Florida Statutes.


JAMES C. KIRKLAND
Registered Agent

JAMES C. KIRKLAND

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