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ATTORNEYS AT LAW

BLAKE, TORRES & MULLER, P.A.

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GEORGE H. MULLER, Esq.

January 19, 1999

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

RE: Universal Tattoos, Inc.

Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for Universal Tattoos, Inc. I am also enclosing a bank money order in the amount of Seventy Dollars (\$70.00) for processing the incorporation.

I would appreciate your returning a copy with the charter information at your earliest convenience.

Very truly yours,

BLAKE, TORRES & MULLER, P.A.

John D. Hasler
John D. Hasler

JDH/dm
Enclosures

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-01/21/99-01042-017
*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 26 1999
JDH

ARTICLES OF INCORPORATION OF
UNIVERSAL TATTOOS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is UNIVERSAL TATTOOS, INC.

ARTICLE II

This corporation shall have perpetual existence, commencing as of the time these ARTICLES are filed by the Department of State, Division of Corporations.

ARTICLE III

This corporation is formed for the purpose of performing tattoo designs and piercing for customers. It shall also be empowered to transact and perform any and all lawful businesses for which corporations may be authorized under the Laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Thousand shares of common stock with each share having a par value of Ten Dollars (\$10.00).

ARTICLE V

The corporation shall have two directors. The initial directors are:

STEVE CATALANO, 1697 S.W. Taurus, Port St. Lucie, FL 34984;
CHARLES HERSEY, 1525 S.W. Dycus Ave., Port St. Lucie, FL 34953.

ARTICLE VI

The names and addresses of the persons signing the ARTICLES:

STEVE CATALANO, 1697 S.W. Taurus, Port St. Lucie, FL 34984;
CHARLES HERSEY, 1525 S.W. Dycus Ave., Port St. Lucie, FL 34953.

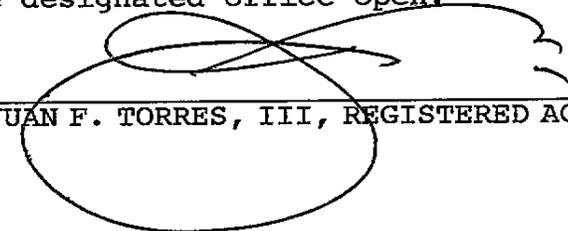
CERTIFICATE OF REGISTERED AGENT

In compliance with the applicable statutes, the following is submitted;

That UNIVERSAL TATTOOS, INC., desiring to organize under the laws of the State of Florida, with the principal office of the Corporation at 1010 S. U.S. #1, Ft. Pierce, FL 34950, has name Juan F. Torres, III, 423 Delaware Avenue, Ft. Pierce, FL 34950, as its agent to accept service in the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the aforementioned Corporation, UNIVERSAL TATTOOS, INC., at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of the law of the State of Florida relative to keeping the designated office open.



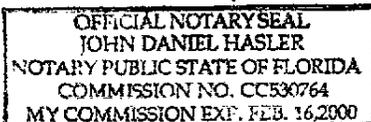
JUAN F. TORRES, III, REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF ST. LUCIE)

SWORN TO AND SUBSCRIBED BEFORE ME this 15 day of January, 1999, by Juan F. Torres, III, known to me to be the person who was duly sworn and acknowledged this Acknowledgement.



NOTARY PUBLIC



99 JAN 21 PM 12: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED