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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : BUSINESS WORLD TRANSACTIONS, INC.
Account Number : 104512000707
Phone : (305) 867-8448
Fax Number : (305) 867-8200

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99 FEB 25 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
DOWNTOWN TATTOOS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 (4) |
| Estimated Charge | \$70.00 |

BM 2/26/99

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: DOWNTOWN TATTOOS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2322 BISCAYNE BLVD.
MIAMI, FL. 33137

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ROGER MIRANDA
2322 BISCAYNE BLVD.
MIAMI, FL. 33137

Prepared By: ROGER MIRANDA
2322 BISCAYNE BLVD.
MIAMI, FL. 33137
305 6324555

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TALLAHASSEE FLORIDA

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**ARTICLE V
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ROGER MIRANDA
2322 BISCAYNE BLVD.
MIAMI, FL. 33137

DIRECTOR & PRESIDENT

JUAN VILLALOBOS
2322 BISCAYNE BLVD.
MIAMI, FL. 33137

DIRECTOR & SECRETARY

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

24 day of FEBRUARY, 19 99


Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers. 35B

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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: DOWNTOWN TATTOOS, INC.

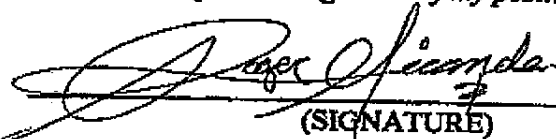
2. The name and address of the registered agent and office is:

ROGER MIRANDA
2322 BISCAYNE BLVD.
MIAMI, FL. 33137

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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)

2-24-99
(DATE) 358

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