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May 5, 1999

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*****78.75 *****78.75

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

Re: Marcos Alvarez Nail Millennium, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for Marcos Alvarez Nail Millennium, Inc., together with our office check in the amount of \$78.75 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza
Cynthia C. Mendoza
Legal Assistant to Mr. Ritter

Enclosures

/cm

FILED
99 MAY -7 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Del 5/12

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ARTICLES OF INCORPORATION
OF
MARCOS ALVAREZ NAIL MILLENNIUM, INC.

FILED
99 MAY -7 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

MARCOS ALVAREZ NAIL MILLENNIUM, INC. (the "Corporation")

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

B. Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro

rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 624 N.W. 13th Street, # 23, Boca Raton, Florida 33486. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial member of the Board of Directors are:

Marcos Alvarez
624 N.W. 13th Street
23
Boca Raton, FL 33486

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation are Gregory J. Ritter, Esq., Ritter Chusid Bivona & Cohen, LLP, 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Gregory J. Ritter, Esquire.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of May, 1999.



Gregory J. Ritter

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5th day of May, 1999, by Gregory J. Ritter, as incorporator to these Articles, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:



Cynthia C. Mendoza
MY COMMISSION # GC577313 EXPIRES
August 27, 2000
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC, State of Florida
Print name: Cynthia C. Mendoza

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
99 MAY -7 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the
following is submitted:

MARCOS ALVAREZ NAIL MILLENNIUM, INC., a corporation being
organized under the laws of the State of Florida, designates 7000
West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, as
its registered office and has named GREGORY J. RITTER as its agent
to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for MARCOS
ALVAREZ NAIL MILLENNIUM, INC. at the place designated in this
Certificate, I hereby agree to act in such capacity and agree to
comply with the provisions of said Act with respect to keeping such
office open.

By: _____

REGISTERED AGENT