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Requestor's Name

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 JUL 26 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

OK
7-30-99

ARTICLES OF INCORPORATION
OF
NEW IMAGE HANDS AND TANS, INC.

FILED
99 JUL 26 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF PUTNAM

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned natural persons of the age of twenty-one (21) years or more and citizens of the State of Florida, hereby apply 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, liability, rights, privileges, duties and immunities of a corporation for profit, under and pursuant to these ARTICLES OF INCORPORATION.

ARTICLE I

NAME AND ADDRESS: The name of this corporation shall be New Image Hands and Tans, Inc., and the physical location of the principal office shall be at 215 Highway 17 South, East Palatka, Florida 32131. The mailing address shall be HC4, Box 4410, Satsuma, Florida 32189.

ARTICLE II

PURPOSES: The nature of the business and the purpose or purposes for which this corporation are formed are as follows, to-wit:

1. To engage in the retail sale of nail, tanning and other

personal care products;

2. To provide manicuring, tanning and other personal care (cosmetology) retail services;

3. To employ persons to provide manicuring and other personal care (cosmetology) retail services;

4. To lease space to independent contractors for purposes of providing attendant personal care services;

5. To do everything necessary, proper and advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith which are not forbidden by Florida Statutes or any other law.

6. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists, or may hereafter be amended.

ARTICLE III

CAPITAL STOCK: The total number of shares of capital stock which may be issued by this corporation is one hundred (100) shares of no par value common stock which shall be designated as "Common Shares" and which shall be fully paid and non-assessable.

ARTICLE IV

DURATION: This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE V

PRE-EMPTIVE RIGHT: Every shareholder, upon sale for cash of any new stock of this corporation, 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 VI

REGISTERED OFFICE AND AGENT: The street/mailing address of the initial registered office of this corporation is: HC4, Box 4410, Satsuma, Florida 32189, and the name of the initial registered agent of this corporation at that address is Lisa M. Alford.

ARTICLE VII

INCORPORATORS: The names and addresses of the incorporators are as follows, to-wit: Larry L. Williams, HC4, Box 4410, Satsuma, Florida 32189 and Lisa M. Alford, HC4, Box 4410, Satsuma, Florida 32189.

ARTICLE VIII

BOARD OF DIRECTORS: The initial Board of Directors shall consist of the following:

Larry L. Williams, HC4, Box 4410, Satsuma, FL 32189

Lisa M. Alford, HC4, Box 4410, Satsuma, FL 32189

The number of Directors may either be increased or decreased from time to time by the by-laws, provided, however, that there shall never be less than one (1) Director nor more than seven (7).

ARTICLE IX

INITIAL OFFICERS: The initial officers shall be as follows:

President:	Larry L. Williams HC4, Box 4410 Satsuma, FL 32189
Vice-President/ Secretary:	Lisa M. Alford HC4, Box 4410 Satsuma, FL 32189

ARTICLE X

INDEMNIFICATION: The corporation shall indemnify any Officer or Director or any former officer or director; to the full extent permitted by law.

ARTICLE XI

1. **VOTING:** Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her or its name, at any and all meetings of the Stockholders of this Corporation, and said stock may be voted by the Stockholders of record, either in person or by proxy.

2. **MANAGEMENT:** The business and affairs of the Corporation shall be under the management and control of the Board of Directors.

3. **AMENDMENTS:** The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the Officers and Shareholders of the Corporation are granted subject to this reservation.

4. **SUBORDINATION:** All other provisions of the Articles of Incorporation and By-Laws shall be subordinate to the provisions of this ARTICLE.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 19th day of July, 1999.

Larry L. Williams
Larry D. Williams

Lisa M. Alford
Lisa M. Alford

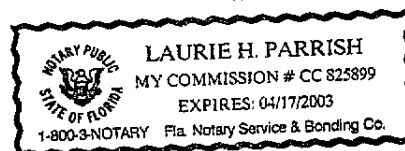
STATE OF FLORIDA
COUNTY OF PUTNAM

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Larry L. Williams and Lisa M. Alford, who are personally known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 19th day of July, 1999.

[Signature]
Notary Public

My commission expires:



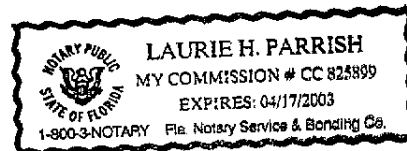
ACCEPTANCE OF DUTIES AS REGISTERED AGENT

I, the undersigned, having been named to accept service of process for the above corporation at the place indicated in the foregoing Articles of Incorporation, do hereby agree to act in said capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Lisa M. Alford
Lisa M. Alford

July SWORN TO AND SUBSCRIBED before me this 19th day of February, 1999, by Lisa M. Alford, who produced her driver's license as identification.

[Signature]
Notary Public
My commission expires:



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99 JUL 26 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA