

Inst # 1997-18599

ARTICLES OF INCORPORATION

OF

THE TATTOO EXPERIENCE STUDIOS INK, INCORPORATED

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation;

ARTICLE ONE

NAME

The name of the corporation is THE TATTOO EXPERIENCE STUDIOS INK, INCORPORATED.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are to engage in tattooing and body piercing; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

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ARTICLE FOUR

REGISTERED OFFICE

4.01. The street address of the initial registered office of the corporation is 3180-A Pelham Parkway
Pelham, AL 35124

4.01. The initial registered agent at that address is J.P. Browning.

ARTICLE FIVE

CAPITAL STOCK

The total number of share that the corporation has authority to issue is 10,000 shares of common stock with a par value of one dollar and no cents (\$1.00) per share.

The number of shares subscribed shall be 100 and the name and address of the subscribers to the capital stock are as follows:

<u>Name</u>	<u>Number of Shares</u>
J.P. Browning	100

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Six. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

J.P. Browning	2703 University Blvd. East Tuscaloosa, AL 35404
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ARTICLE SEVEN

INCORPORATORS

The names and addresses of the incorporators are:

J.P. Browning	2703 University Blvd. East Tuscaloosa, AL 35404
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ARTICLE EIGHT

POWERS

The corporation shall possess all the powers necessary to conduct business or businesses, and to carry out the objects herein and all of those expressly conferred on a corporation by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

(a) To lend money and take security thereof, or to borrow money and give security therefor, on such terms as to the Board of Directors may deem proper and available.

(b) To purchase, acquire and own shares of its own capital stock, or the capital stock of any other corporation.


(c) To engage in business as natural persons may, not inconsistent with the provisions of law pertaining to corporations in the State of Alabama.

ARTICLE NINE

MISCELLANEOUS

Attached hereto as Exhibit "A" is the statement under oath of J.P. Browning, the person designated herein as the agent to receive subscriptions for the capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed and paid in.

IN WITNESS WHEREOF, the undersigned Incorporator hereunto
subscribed her name on this the 11 day of June, 1997.



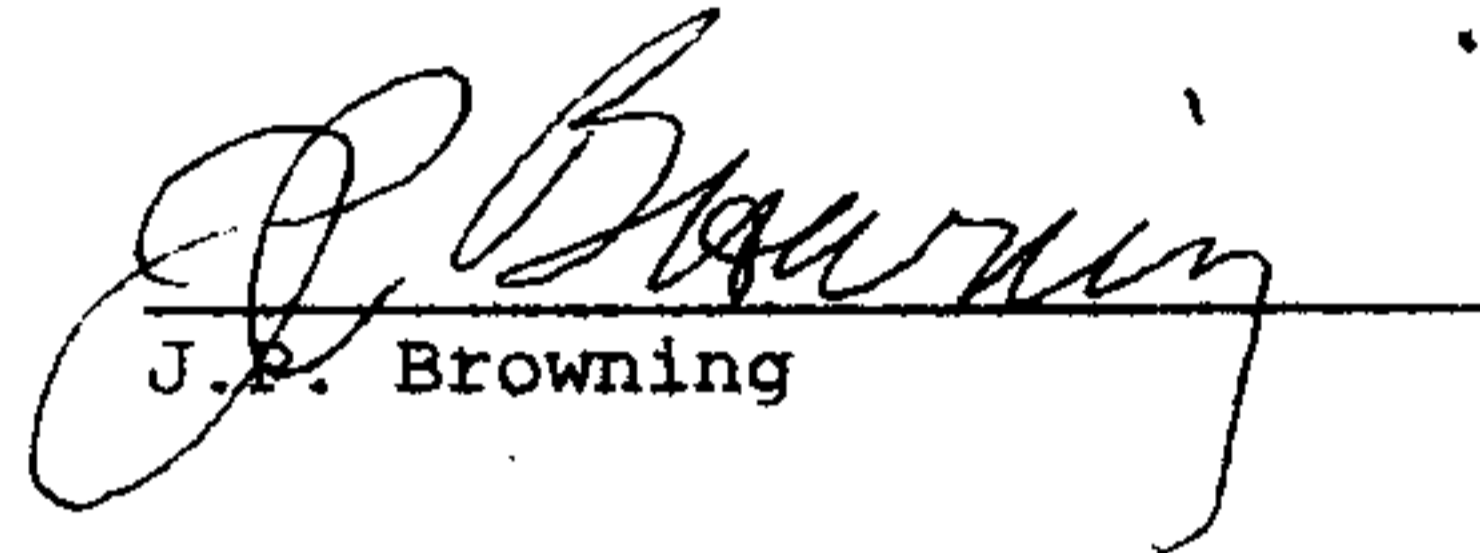
J.P. Browning

EXHIBIT "A"

SUBSCRIPTION LIST

I, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite my respective name, for the capital stock of THE TATTOO EXPERIENCE STUDIOS INK, INCORPORATED, a corporation being organized under the laws of the State of Alabama.

J.P. Browning	100 shares	The Tattoo Experience	\$100,000.00
		The Happy Buddha Tattoo Studio	\$100,000.00
		The Tattoo Jungle	\$100,000.00



 J.P. Browning

STATE OF ALABAMA)
)
 COUNTY OF SHELBY)

BEFORE ME, Clint C. Thomas, a Notary Public, in and for the State of Alabama at Large, personally appeared J.P. Browning, who is known to me and who being by me first duly sworn, deposes and says that she is the person designated by the incorporators of THE TATTOO EXPERIENCE STUDIOS INK, INCORPORATED, to receive subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporators thereof; that each of said incorporators has paid in full for such shares of stock set opposite the respective name of said subscriber on said subscription list in the manner therein described.



 J.P. Browning

SWORN TO AND SUBSCRIBED TO before me on this 11 day of June,
1997, witness my hand and official seal of office.

Cliff P. ...

NOTARY PUBLIC

My Commission Expires: 24 JAN, 2000

STATE OF ALABAMA

I, **Jim Bennett**, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

The Tattoo Experience Studios Ink, Incorporated

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Clint Thomas, 70 Golden Rd, Columbiana, AL 35051 for a period of one hundred twenty days beginning June 3, 1997 and expiring October 2, 1997.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 3, 1997

Date



Jim Bennett

A handwritten signature in cursive script that reads "Jim Bennett".

Secretary of State

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