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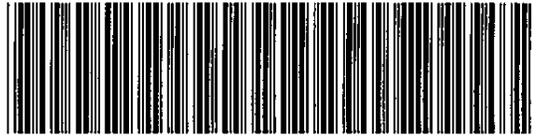
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LAW OFFICES
CASEY CIKLIN LUBITZ MARTENS & O'CONNELL
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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PHILLIP D. O'CONNELL, SR. (1907-1987)
.....
OF COUNSEL
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MICHAEL J. KENNEDY, P.A.
JOHN L. REMSEN
.....
515 NORTH FLAGLER DRIVE, STE 1900
WEST PALM BEACH, FLORIDA 33401-4343
TELEPHONE: (561) 832-5900
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February 7, 2008

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: GSG TANNING, LLC

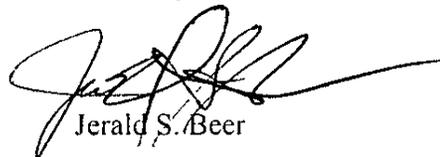
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Organization with reference to the above-captioned limited liability company, and our \$125.00 check for filing.

Please file same and return the date-stamped copy to me in the self-addressed stamped envelope provided.

If you should have any questions or require any additional information, please feel free to contact me at (561) 832-5900. Thank you for your cooperation in this matter.

Sincerely,



Jerald S. Beer

JSB/mre
Encl.

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**ARTICLES OF ORGANIZATION
OF
GSG TANNING, LLC**

We, the undersigned natural persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be GSG TANNING, LLC.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

Place of Business and Registered Agent

The street address and mailing address of the initial business office of the Company is 112 S.E. 8th Avenue, Boynton Beach, Florida 33435, and the name and address of the initial registered agent of the Company at that address is Jerald S. Beer, Esq., C/O Casey Ciklin, et al., 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida 33401. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

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ARTICLE 5.

Investment in Company

The total amount of cash to be contributed to the Company upon its formation is One Thousand Dollars (\$1,000.00), which is to be contributed in equal shares by the members of the Company. No property other than cash shall be contributed initially.

ARTICLE 6.

Additional Contributions

Additional contributions, if any, of additional capital shall be made as determined by the members by a vote of at least seventy-five percent (75%) in interest of the members of the Company with all of such contributions to be made in proportionate shares by the members within ten (10) days after such notice. Thereafter, additional contributions, if any, will be made as and when agreed to by a vote of at least seventy-five percent (75%) in interest of the members of the Company (as that phrase is defined in this Operating Agreement).

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ARTICLE 7.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

ARTICLE 8.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE 9.

Management

Management of the Company is reserved to Rebecca Shelton, Robert Goldwasser and Jeff Gibson, the members, who shall serve as the managing members of this Company until such time as another manager is designated in accordance with the Operating Agreement of the Company.

ARTICLE 10.

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member or manager of this Company.

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ARTICLE 11.

Substitution of Members

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

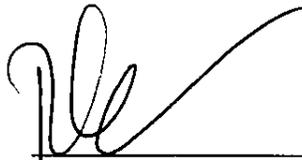
ARTICLE 12.

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

In witness of the foregoing, I have hereunto set my hand and seal this on the date set forth beside my name.

MEMBERS:



Rebecca Shelton, Member (40%)

1/16/2008

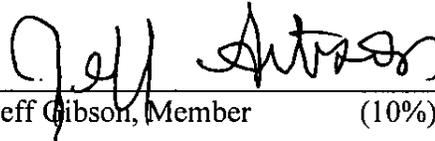
Date



Robert Goldwasser, Member (50%)

1/16/08

Date



Jeff Gibson, Member (10%)

1/16/08

Date

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

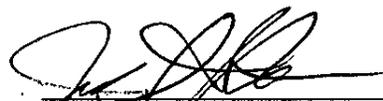
In pursuance of Chapter 608, Florida Statutes, the following is submitted, in compliance with said Act:

That GSG TANNING, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named JERALD S. BEER, ESQ., located at 515 North Flagler Drive, Suite 1800, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JERALD S. BEER, ESQ.