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7/05/00

Rutecki + Associates

Requestor's Name

100 SE 2nd Street, 3rd Floor

Address

Miami, FL 33131

City

State

ZIP

Phone

(305) 350-5173A

VALIDATION ONLY

400003314514--1

-07/06/00--01032--003

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

CORPORATION(S) NAME

NO LINES Tanning Bar, S Corp.,



Empire Toll Free: 1-800-432-3028

FILED
00 JUL -6 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Foreign
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

T BROWN JUL -6 2000

EFFECTIVE DATE
6-29-00

CERTIFIED COPY

RECEIVED
00 JUL -6 AM 9:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-29-00

FILED
00 JUL -6 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
NO LINES TANNING BAR, S CORP.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of this corporation is: No Lines Tanning Bar, S Corp.,

ARTICLE II
CORPORATE AND MAILING ADDRESS

No Lines Tanning Bar, S Corp.
P.O. Box 21026
Ft. Lauderdale, Florida 33335

ARTICLE II
NATURE OF BUSINESS

The nature of the business will be to own real estate, and this is not limited to, doing all and everything necessary and proper for the successful operation of this corporation and for the protection and benefit of this corporation.

ARTICLE IV
CAPITAL STOCK

The maximum number of share this corporation is authorized to have outstanding at any one time is One Thousand (1000) share of common stock, all of the same class, having no par value. The maximum number of shares authorized may be changed by amendment to these Articles of Incorporation according to the amendment procedure as outlined below.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred Dollars (\$100.00).

**ARTICLE VI
TERMS OF EXISTENCE**

This corporation shall have perpetual existence commencing upon five (5) business days prior to the date of the filing of these Articles of Incorporation.

**ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE**

Heather A. Rutecki, Esq.
c/o Rutecki & Associates, P.A.
Bank of America Tower, 34th Floor
100 Southeast 2nd Street
Miami, FL 33131

The Board of Directors from time to time may move the Registered Agent of this corporation to any other office in the State of Florida or change the Registered Agent by filing the change with the secretary of the State of Florida.

**ARTICLE VIII
BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws of this corporation, but shall never be less than one.

**ARTICLE VIII
INITIAL DIRECTORS NAMES AND ADDRESSES**

Ronald DeMeo
P.O. Box 21026
Ft. Lauderdale, Florida 33335

The initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed.

**ARTICLE X
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Ronald DeMeo
P.O. Box 21026
Ft. Lauderdale, Florida 33335

**ARTICLE XI
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made without the formalities of meeting by the Board of Directors and stockholders.

**ARTICLE XII
MANAGEMENT**

All corporate powers shall be exercised by, and the business and affairs of this corporation shall be managed by, the Board of Directors of this corporation.


**ARTICLE XIII
VOTING FOR DIRECTORS**

The stockholders vote for the Directors and be entitled to as many votes as shall equal the number of shares of stock held.

**ARTICLE XIV
REMOVAL OF DIRECTORS**

Any Director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

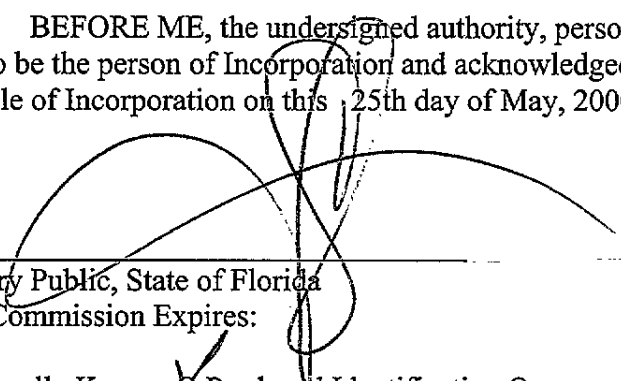
IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Article of Incorporation on this 25th day of May, 2000.

X


Ronald DeMeo, President

STATE OF FLORIDA
COUNTY OF BROWARD:

BEFORE ME, the undersigned authority, personally appeared Ronald DeMeo, known to me to be the person of Incorporation and acknowledged before me that she subscribed to these Article of Incorporation on this 25th day of May, 2000.



Notary Public, State of Florida
My Commission Expires:



Heather Ann Rutecki
My Commission CC616462
Expires January 27, 2001

Personally Known Produced Identification
Type of Identification Produced: _____

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

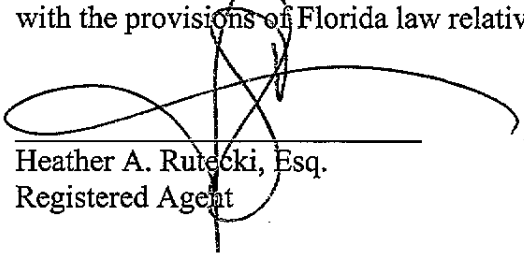
In compliance with §§ 48.091, 607.0501, and 607.0202(1)(g) Florida Statutes (1991), the following is submitted:

That No Lines Tanning Bar, S Corp., desiring to organize under the laws of the State of Florida, with its corporate mailing address, as indicated in the Articles of Incorporation at City of Ft. Lauderdale, County of Broward, State of Florida has named as its Registered Agent to accept service of process in the State of Florida:

Heather A. Rutecki, Esq.
c/o Rutecki & Associates, P.A.
Bank of America Tower, 34th Floor
100 Southeast 2nd Street
Miami, FL 33131

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Heather A. Rutecki, Esq.
Registered Agent

FILED
00 JUL - 6 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA