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GREGORY S. PARKER, P.L.
ATTORNEY AT LAW

315 West Green Street • P.O. Drawer 509 • Perry, Florida 32348
Phone 850-223-1990 • Fax 850-223-1991 • gsparker@gp-attorney.com

FILED
01 APR -2 AM 6:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 21, 2001

Ms. Diane Cushing
Corporate Specialist
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Tan Easy, Inc.
Articles of Incorporation

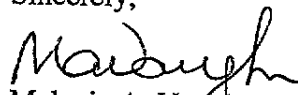
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*****78.75 *****78.75

Dear Ms. Cushing:

Please find enclosed the original and one copy of the Articles of Incorporation of Tan Easy, Inc. I have enclosed a check in the amount of \$78.75 covering the filing fee and certified copy of the articles.

Should you have any questions regarding the foregoing, please do not hesitate to call. Thank you for your assistance to this matter.

Sincerely,


Melanie A. Vaughn
Legal Assistant

Enclosures

W01-7620

ARTICLES OF INCORPORATION OF TAN EASY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is TAN EASY, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 205 S. Washington St., Perry, Florida 32347. The mailing address of the corporation is P.O. Box 813, Perry, Florida, 32348

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of providing tanning services, products, and instruction.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall be without par value. If any preemptive rights are to be granted to shareholders, provide the provision for those rights].

ARTICLE SIX
CAPITAL STRUCTURE.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in IRC § 1361(c)(2) (or its successor section). In addition, no stock shall be issued or transferred to a nonresident alien.

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ARTICLE SEVEN
PRIOR OFFER TO CORPORATION TO PURCHASE SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to the corporation at its principal place of business and remain open for acceptance by the corporation for a period of SIXTY (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

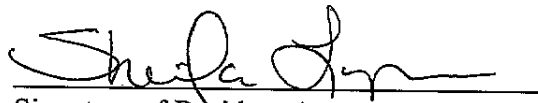
Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE EIGHT
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 205 S. Washington St., Perry, Florida, 32347, and the name of its initial registered agent at such address, is SHEILA LYNN.

ACCEPTANCE BY AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature of Resident Agent

ARTICLE NINE
MANAGEMENT OF CORPORATION BY SHAREHOLDERS.

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of, the shareholders.

ARTICLE TEN
OFFICERS

The initial officers of the corporation are as follows:

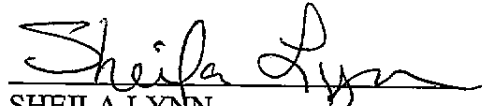
President – SHEILA LYNN
Secretary/Treasurer – STEFANI KIKI PUHL

ARTICLE ELEVEN
INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Sheila Lynn	205 S. Washington St., Perry, Florida 32347
Stefani Kiki Puhl	4247 San Pedro Bay Rd., Perry, Florida 32347

Executed by the undersigned at Perry, Taylor County, Florida, on March 29, 2001.


SHEILA LYNN


STEFANI KIKI PUHL

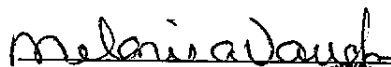
STATE OF FLORIDA
COUNTY OF TAYLOR

Sworn to and subscribed before me this 29th day of March, 2001, by SHEILA LYNN who is personally known to me or who produced N/A as identification, and who did not take an oath.


NOTARY PUBLIC
My commission expires  Melanie A. Vaughn
MY COMMISSION # CC961194 EXPIRES
August 14, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF TAYLOR

Sworn to and subscribed before me this 29th day of March, 2001, by STEFANI KIKI PUHL who is personally known to me or who produced Fl Driver's license as identification, and who did not take an oath.


NOTARY PUBLIC
My commission expires  Melanie A. Vaughn
MY COMMISSION # CC961194 EXPIRES
August 14, 2004
BONDED THRU TROY FAIN INSURANCE, INC.