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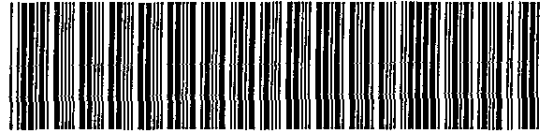
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: PROGRESSIVE TAN, INC.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

SIGNED: Bonnie A. Kropolinsky

From: BONNIE A. KROPOLINSKY

Name
14219 WALSINGHAM

Address
LARGO, FLORIDA 33774

City State Zip
(727) 517-0808

Telephone Number

ARTICLES OF INCORPORATION
OF
PROGRESSIVE TAN, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE I NAME

The name of the corporation shall be: PROGRESSIVE TAN, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

14219 WALSINGHAM
LARGO, FLORIDA 33774

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 SHARES.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

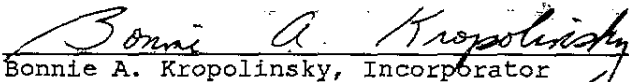
BONNIE A. KROPOLINSKY
14219 WALSINGHAM
LARGO, FL 33774

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

BONNIE A. KROPOLINSKY
14219 WALSINGHAM
LARGO, FL 33774

The undersigned has executed these Articles of Incorporation this 28th day of October 2002.


Bonnie A. Kropolinsky, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

PROGRESSIVE TAN, INC.

2. The name and address of the registered agent and office is:

BONNIE A. KROPOLINSKY
14219 WALSINGHAM
LARGO, FLORIDA 33774

Signature: Bonnie A. Kropolinsky

Title: President

Date: October 28, 2002

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: Bonnie A. Kropolinsky

Date: October 28, 2002

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TALLAHASSEE FLORIDA
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