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(Requestor's Name)

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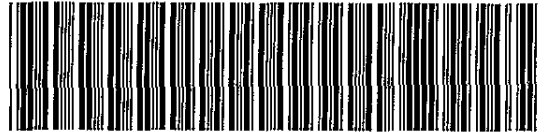
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Bagdes & Bagdes*

*Attorneys at Law*

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407 North Wild Olive Avenue  
Daytona Beach, FL 32118

Fabian Bagdes  
Mary-Ellen Bagdes

386-258-7171  
Fax 386-258-7441

February 6, 2006

SECRETARY OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: An Animal Tan, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$78.75 is enclosed to covers the necessary fee.

Thank you for your consideration in this matter.

Sincerely,



Fabian Bagdes

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE OF INCORPORATION

OF

AN ANIMAL TAN, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of the corporation is AN ANIMAL TAN, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The purpose for which the corporation is organized is to provide tanning services for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX  
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 3830 S. Nova Road, Port Orange, 32127. This is also the mailing address of the corporation.

ARTICLE SEVEN  
REGISTERED OFFICE

The street address of the registered office of the corporation is 1816 Wiley Post Trail, Daytona Beach, Florida 32128, and the name of the initial registered agent at such address is 1816 Wiley Post Trail, Daytona Beach, Florida 32128 1816 Wiley Post Trail, Daytona Beach, Florida 32128.

ARTICLE EIGHT  
DIRECTORS

The board of directors shall consist of the following members:

Dennis L. Honeycutt	1816 Wiley Post Trail Daytona Beach, FL 32128
Janice A. Lilja	1010 N. Swallowtail Drive Port Orange, FL 32129

ARTICLE NINE  
INCORPORATORS

The name and address of the sole incorporator are: Dennis L. Honeycutt, 1816 Wiley Post Trail, Daytona Beach, Florida 32128.

ARTICLE TEN  
OFFICERS

The officers of the corporation shall be:

Janice A. Lilja President	1010 N. Swallowtail Drive Port Orange, FL 32129
Dennis L. Honeycutt Vice President/ Treasurer	1816 Wiley Post Trail Daytona Beach, FL 32128

ARTICLE ELEVEN  
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE  
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 6<sup>th</sup> day of February, 2006.

  
Dennis L. Honeycutt

STATE OF FLORIDA  
COUNTY OF VOLUSIA

On this 6<sup>th</sup> day of February, 2006, before me, the undersigned authority, appeared DENNIS L. HONEYCUTT, who is personally known to me or who has produced FLDL as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



Notary Signature

Seal:

FABIAN BAGDES  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMM. EXP. FEB. 13, 2006  
COMM. #DD065851  
Bonded by Troy Fain Insurance Company

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA  
DEPARTMENT OF STATE

FILE  
06 FEB 10 PM 4:  
SECRETARY OF STA  
TALLAHASSEE FLORI

The following is submitted in compliance with Chapter 48.091,  
Florida Statutes.

AN ANIMAL TAN, INC., a corporation organizing under the laws of  
the State of Florida, with its principal office at 3830 S. Nova Road,  
in the City of Port Orange, County of Volusia, in the State of  
Florida, has named Dennis L. Honeycutt, who is located at 3830 S.  
Nova Road, Port Orange, Florida 32127, as its registered agent to  
accept service of process within the State.

DIRECTOR:

Dennis L. Honeycutt

Janice A. Lilja

ADDRESS:

1816 Wiley Post Trail  
Daytona Beach, FL 32128

1010 N. Swallowtail Drive  
Port Orange, FL 32129

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep  
office open during prescribed hours; to post my name (and the names  
of any other officers of said corporation authorized to accept  
service of process at the above Florida designated address) in some  
conspicuous place as required by law.

  
Dennis L. Honeycutt