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January 19, 2001

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

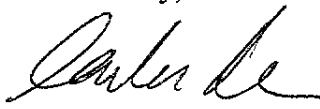
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**Cool Breeze Tanning, LLC**

Ladies and Gentlemen:

Enclosed herein are the original Articles of Organization on behalf of the captioned limited liability company. Also enclosed is a check in the amount of \$155.00 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Articles of Organization to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions please call me at (305) 860-7097.

Sincerely,



Carlos Mas

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
COOL BREEZE TANNING, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company shall be Cool Breeze Tanning, LLC (the "Company").

**ARTICLE II. ADDRESS**

The mailing address of the Company is 2216 Northwest 87 Avenue, Miami, Florida 33172, and the street address of the principal office of the Company shall be 2216 Northwest 87 Avenue, Miami, Florida 33172.

**ARTICLE III. PURPOSES AND POWERS**

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles or the Regulations.

**ARTICLE V. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is A Z Registered Agent Corporation, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

**ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall be permitted to make additional capital contributions to the Company, only upon the unanimous consent of all of the members.

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

## **ARTICLE VII. PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

## **ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company without the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all of the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by majority written consent.

## **ARTICLE IX. TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there is at least one (1) remaining member.

## **ARTICLE X. MANAGEMENT**

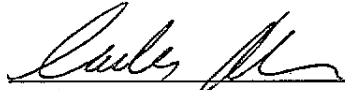
The Company shall be managed by all of its members, in accordance with the Regulations adopted by the members for the management of the business and affairs of the Company. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. The name and address of the members of the Company, whom shall serve until the first annual meeting of the members or until their successors are duly qualified and elected, are:

Joel Schantz	-	2216 Northwest 87 Avenue Miami, Florida 33172
Darren Miller	-	2216 Northwest 87 Avenue Miami, Florida 33172

## **ARTICLE XI. AMENDMENT**

The Articles may be amended only by the unanimous consent of all of the members.

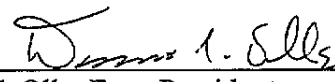
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 19th day of January, 2001.

  
Carlos Mas, Esq.  
Authorized Representative

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Organization of Cool Breeze Tanning, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

A Z Registered Agent Corporation

By:   
Dennis J. Olle, Esq., President

Dated: January 19, 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA