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July 5, 2002

LD20000017832

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

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****125.00 ****125.00

RE: Soleil Tanning, L.L.C.
Our File No. 7461.00001

Dear Sir or Madam:

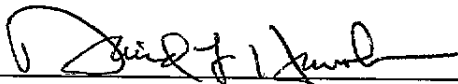
Please find enclosed with this letter the original and a copy of the Articles of Organization and Designation of Registered Agent for the captioned limited liability company. Also enclosed is our check to you in the amount of \$125.00 representing your required filing fees.

Please file the original Articles of Organization and Designation of Registered Agent in your records. Please stamp the enclosed photocopies of the Articles of Organization and Designation of Registered Agent acknowledging your receipt of same and return the photocopies to me for our files in the enclosed self-addressed, postage pre-paid, return envelope.

Thank you for your assistance.

Sincerely,

MOSS, HENDERSON, BLANTON, LANIER,
KRETSCHMER & MURPHY, P.A.



David L. Hancock

1102-19721

02 JUL 15 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

DB
7-16-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 9, 2002

DAVID L. HANCOCK
MOSS, HENDERSON, BLANTON, ET AL
P.O. BOX 3406
VERO BEACH, FL 32964-3406

SUBJECT: SOLEIL TANNING, L.L.C.
Ref. Number: W02000019721

We have received your document for SOLEIL TANNING, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The articles are signed by an organizer. Please correct the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 802A00042599

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
Soleil Tanning, L.L.C.**

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

ARTICLE I -- NAME

The name of the limited liability company shall be Soleil Tanning, L.L.C. (hereinafter referred to as the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 1127 Shipwatch Circle, Tampa, Florida 33602.

ARTICLE III -- DURATION

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

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida shall be Eric M. Fischman, 1127 Shipwatch Circle, Tampa, Florida 33602.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall each initially contribute to the capital of the Company in an amount equal to the number of membership units purchased by the members.

David L. Hancock, Esq.
Florida Bar No.: 123609
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TALLAHASSEE, FLORIDA

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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members. In the event the Company has three or more members, each member shall make additional capital contributions to the Company only on the consent of a majority of all the members

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement or regulations of the Company, 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 the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.


ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or on 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 the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with the operating agreement or regulations adopted by the members for the management of the business and affairs of the Company. The operating agreement or regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Vero Beach, Florida, on July 3, 2002.



Eric M. Fischman, ~~Organizer~~ of
Tanning, L.L.C. Member

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TALLAHASSEE, FLORIDA

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Vero Beach, Florida 32963

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE AND ACCEPTANCE OF REGISTERED AGENT**

Under the provisions of Florida Statutes, Chapter 608, Soleil Tanning, L.L.C., a Florida limited liability company, submits the following statement to designate a registered agent and registered office in the State of Florida:

1. The name of the limited liability company is Soleil Tanning, L.L.C.
2. The name of the registered agent is Eric M. Fischman.
3. The registered office is 1127 Shipwatch Circle, Tampa, Florida 33602.

The undersigned, being the person named in the Articles of Organization of Soleil Tanning, L.L.C., 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 statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Eric M. Fischman, Registered Agent

Dated: July 3, 2002.

David L. Hancock, Esq.
Florida Bar No.: 123609
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

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