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LIMITED LIABILITY AMENDMENT

CARIBBEAN BREEZE TANNING SALONS ALTAMONTE, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION OF
CARIBBEAN BREEZE TANNING SALONS ALTAMONTE, LLC
A Florida Limited Liability Company**

FIRST: The date of filing of the Articles of Organization was March 18, 2005.
The document was assigned number L05000027424.

SECOND: The following amendment to the Articles of Organization was adopted by
the members of the limited liability company:

"Article I - Name:

The name of the limited liability company is Paradise Cove Tanning Salons
Altamonte, LLC."

IN WITNESS WHEREOF, the undersigned, constituting all of the members of
the limited liability company, have executed these Articles of Amendments this
05 day of May, 2005.

LEAVITT HOLDING COMPANY, LLC

By Brad Leavitt, as its Manager
By: Brad Leavitt, as its Manager

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