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ARTICLES OF ORGANIZATION OF PROSUN TANNING SYSTEMS, LLC

The undersigned hereby certifies that he is the Authorized Representative of a Member who is forming a Limited Liability Company under Florida Statutes Chapters 608. The following Articles of Organization are hereby adopted.

ARTICLE 1.

The name of the Limited Liability Company shall be Prosun Tanning Systems, LLC.

ARTICLE 2. DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as of June 18, 2007.

ARTICLE 3. ADDRESS: PRINCIPAL OFFICE

The mailing address of the Limited Liability Company and the street address of the principal office of the Limited Liability Company is 2442 22nd Street North, St. Petersburg, Florida 33713.

ARTICLE 4. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701 and the name of its initial registered agent at such address is Holger D. Gleim, Esquire.

ARTICLE 5. PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

The undersigned, being the Authorized Representative of the Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of Prosun Tanning Systems, LLC.

Executed by the undersigned on June 18, 2007.

Holger D. Gleim

AUTHORIZED REPRESENTATIVE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for Prosun Tanning Systems, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 18th day of June, 2007.

Holger D. Gleim