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JB

**BRONSTEIN, CARLSON, GLEIM, SHASTEEN & SMITH, P.A.**

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Refer to File No.  
20073031

Writer's Direct Dial No.  
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October 17, 2007

Registered Agent/Address Section  
Bureau of Corporate Records  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: PROSUN TANNING SYSTEMS, LLC

Gentlemen:

Enclosed please find the original and a duplicate copy with counterpart signatures of the Change of Registered Office and Agent for the referenced Florida company along with our firm's check in the amount of \$25.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,



Sue Thomas, CP  
Paralegal to Holger D. Gleim

ST/sb  
Enclosures

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DIVISION OF CORPORATIONS  
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CHANGE OF REGISTERED OFFICE AND AGENT  
OF  
PROSUN TANNING SYSTEMS, LLC

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DIVISION OF CORPORATIONS  
07 OCT 19 PM 2:05

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Limited Liability Company is PROSUN TANNING SYSTEMS, LLC.
2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.
3. The registered office will be changed to 1303 North Armenia Avenue, Tampa, Florida 33607.
4. The current registered agent is Holger D. Gleim.
5. The successor registered agent will be Fernando Perez.
6. The street address of the Limited Liability Company's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by the Limited Liability Company's Managing Member as authorized by the Operating Agreement.

DATED: 10 / 15, 2007

PROSUN TANNING SYSTEMS, LLC

By: 

Tom Henkemans, as Trustee of the  
Tom Henkemans Family Trust dated  
March 6, 2001, Managing Member

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to 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 607.608, Florida Statutes.

Fernando Perez  
Registered Agent

CHANGE OF REGISTERED OFFICE AND AGENT  
OF  
PROSUN TANNING SYSTEMS, LLC

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DATED: \_\_\_\_\_, 2007

PROSUN TANNING SYSTEMS, LLC

By: \_\_\_\_\_  
Tom Henkemans, as Trustee of the  
Tom Henkemans Family Trust dated  
March 6, 2001, Managing Member

ACKNOWLEDGMENT

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\_\_\_\_\_  
Fernando Perez  
Registered Agent