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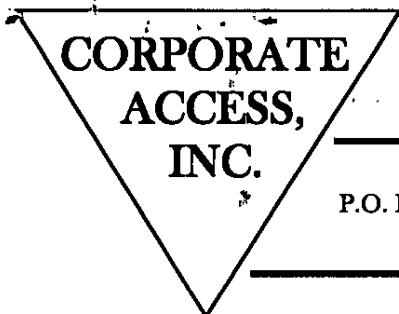
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EXAMINER



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1. Prosun Tanning Systems, LLC
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF
PROSUN TANNING SYSTEMS, LLC

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY -4 PM 12:56

The undersigned being the Managing Member of Prosun Tanning Systems, LLC, a Florida limited liability company, (the "Company"), in accordance with the provisions of Chapter 608, Florida Statutes, hereby amends its Articles of Organization as set forth below:

1. The name of the Company is Prosun Tanning Systems, LLC.
2. The Articles of Organization for the Company were filed with the Florida Department of State effective June 18, 2007.
3. Article I of the Company's Articles of Organization is hereby deleted in its entirety and the following is substituted therefor:

"ARTICLE I.
NAME

"The name of the Limited Liability Company shall be Prosun Wellness Products, LLC."

4. These Articles of Amendment shall be effective upon filing with the Florida Department of State.
5. These Articles of Amendment have been approved by unanimous Written Action of the Members dated April 30, 2010, which vote is sufficient for approval.
6. Except as expressly provided herein, all of the terms and provisions of the Articles of Organization shall remain in full force and effect and are hereby ratified and confirmed.

The execution of these Articles of Amendment of the Articles of Organization by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, being the Managing Member of Prosun Tanning Systems, LLC has executed these Articles of Amendment to Articles of Organization this 30th day of April, 2010.

PROSUN TANNING SYSTEMS, LLC

By: [Signature]
Tom Henkemans, Trustee of the
Tom Henkemans Family Trust dated
March 6, 2001