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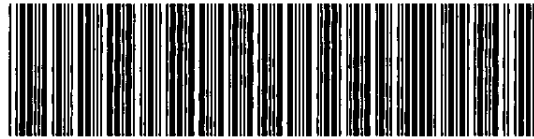
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TALLAHASSEE, FLORIDA



A Breed Apart in Financial Management Since 1989

José S. Ramos, M.B.A., P.A.
Vice President & C.F.O.

April 19, 2010

Florida Department of State
Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subject: UNIVERSAL TANNING SPAS III, LLC

Dear Gentlemen:

Enclosed please find the original and the copy of Articles of Organization, together with a check in the amount of \$125.00.

This represents the cost of the filing fees and fees for designation of Register Agent.

Truly yours,

ACCOUNTING MANAGEMENT SVCS, INC.

Minerva F. Ramos
Notary Public

ARTICLES OF ORGANIZATION

FOR

UNIVERSAL TANNING SPAS III, LLC.

Article I. Name

The name of this Florida limited liability company is:

UNIVERSAL TANNING SPAS III, LLC.

The Corporation is being formed for engaging in any business activities permitted under applicable laws of the United States and the States of Florida.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Florida Law.

Article III. Address

The mailing address and the street address of the principal office of the Company is:

UNIVERSAL TANNING SPAS III, LLC.

1247 Charlesworth Dr.
Wesley Chapel, FL 33543

Article IV. Registered Agent

The name and address of the registered agent of the Company is:

NAME: Jose S. Ramos
ADDRESS: 1247 Charlesworth Dr.
CITY: Wesley Chapel, FL 33543

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Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article VI. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VII. Management

The management of the Company is reserved to the members. The name and address of each member is:

Name: Anne C. Toro - General Member
Address: 1247 Charlesworth Dr.
City: Wesley Chapel, Fl 33543

Name:
Address:
City:

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TALLAHASSEE, FLORIDA

Article VIII. Company Existence

The Company's existence shall begin effective as of April 19, 2010.

Anne C Toro

Signature of Member or Authorized Representative of a member
Anne C. Toro- General Member

Signature of Member or Authorized Representative of a member

Date: April 19, 2010

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

LIMITED LIABILITY COMPANY:

UNIVERSAL TANNING SPAS, LLC.

REGISTERED AGENT/OFFICE:

Jose S. Ramos
1247 Charlesworth Dr.
Wesley Chapel, FL. 33543

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Jose S. Ramos - Register Agent of
UNIVERSAL TANNING SPAS, LLC.

Date: April 19, 2010