

LAW OFFICE OF
DAVID LEE CARLSON, P.A.

8180 N.W. 36TH ST.
SUITE 100
MIAMI, FLA. 33166

DAVID LEE CARLSON
ESQUIRE

TELEPHONE (305) 592-0733
FAX (305) 592-9699
E-MAIL: NOLESON@AOL.COM

October 22, 1999

SECRETARY OF STATE
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
PO BOX 6327
TALLAHASSEE, FLORIDA 32301

RE: ACAPULCO TANNING, L.C.

Dear Sir:

Enclosed is an original and one copy of Articles of Organization for the above proposed new Florida Limited Liability corporation, together with check in the sum of \$293.75 for the following:

Filing fee	\$ 250.00
Registered Agent	35.00
Certificate of Status	8.75

T O T A L \$ 293.75

Please return the Certificate of Status in the enclosed Fed-X pak. Thank you for your attention to this matter.

Very truly yours,

DAVID LEE CARLSON
DLC/dlc
Enclosures

David Carlson GAVE
AUTHORIZATION BY PHONE TO
delete contributions
DATE 11-4-99
DOC. EXAM. JB

3000003013813--2
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****293.75 ****293.75
\$ 130.00

WAA-23814

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JB
11-4-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 15, 1999

DAVID LEE CARLSON, P.A.
8180 N.W. 36TH ST.
SUITE 100
MIAMI, FL 33166

SUBJECT: ACAPULCO TANNING, L.L.C.
Ref. Number: W99000023816

We have received your document for ACAPULCO TANNING, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please complete and sign the enclosed application for refund, and return it to my personal and confidential attention at the address below.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 699A00049885

ARTICLES OF ORGANIZATION
OF
ACAPULCO TANNING, L.L.C.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a Limited Liability corporation under the laws of the State of Florida.

ARTICLE I.

The name, principal office address and mailing address of the limited liability corporation shall be:

ACAPULCO TANNING, L.L.C.
1571 W. Copans Rd., Suite 103
Pompano Beach, Fl., 33064

ARTICLE II.

The general nature of the business to be transacted by the limited liability corporation shall be as follows:

To conduct the business of tanning salons and to perform all acts as may be necessary to accomplish the foregoing purpose of the corporation.

To carry on such business at one or more locations in this State or other states and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm association or corporation.

To issue bonds, debentures or obligations of the company from time to time for any of the objects and purposes of the company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To buy, sell issue, lease, manufacture and generally trade in all kinds of goods, wares and merchandise at wholesale and retail: to purchase and acquire, sell, lease, deal and trade in real property of every class and description whether as principal on its own account or as agent, factor or broker for others.

To purchase or otherwise deal in all kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts; to buy, sell, assign,

convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the limited liability corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon limited liability corporations under the laws of the State of Florida, are hereby included and prayed for.

In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon corporations of this character.

ARTICLE III.

ARTICLE IV.

All of the limited liability companies powers shall be exercised by or under the authority of, and the business and affairs of this company shall be managed under the direction of, the members of this company. This article may be amended from time to time in the regulations of the company by a unanimous vote of the members.

ARTICLE V.

Management of the limited liability company shall be reserved to its members, whose names and addresses are attached hereto as "Membership List."

ARTICLE VI.

This limited liability company shall exist until December 31, 2009, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII.

Members shall have the right to admit new members by unanimous consent. Contributions of the new members shall be determined at the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization for the uses and purposes aforesaid.

Joseph F. Cirago S.S.
Joseph Cirago, member

STATE OF FLORIDA)

COUNTY OF DADE)

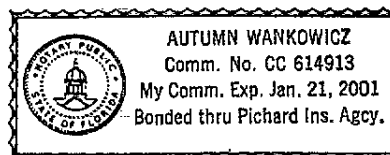
ss

In accordance with 608.408(3) F.S. the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated are true.

The foregoing instrument was acknowledged before me this 8th day of OCTOBER, 1999 by JOSEPH F. CIRAGO who is (are) personally known to me or who produced as identification and who did (did not) take an oath

Autumn Wankowicz
Notary Public, State of Florida
at Large

My Commission Expires: 1/21/2001

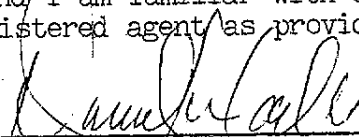


CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE OF
ACAPULCO TANNING, L.L.C.

Pursuant to the provisions of section 608.408 (3), Florida Statutes, the name and Florida street address of the registered agent is:

David Lee Carlson
8180 N.W. 36th St.
Suite 100
Miami, Florida, 33166.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



David Lee Carlson
Registered Agent

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20
day of October, 1999 by David Lee Carlson
who is personally known to me or who produced _____
as identification and who ~~did~~ (did not) take an oath



Notary Public, State Of Florida

My Commission Expires: _____

