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2000 APR 21 AM 11:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TANDEMNIUM TANNING SALON, INC.  
(A Corporation for Profit)**

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

TANDEMNIUM TANNING SALON, INC.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal office, if known, or the mailing address of the corporation is:

2419-A Sandy Point Rd.  
Palm Harbor, FL 34685

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation is:

Tracey Shuttera  
2419-A Sandy Point Rd.  
Palm Harbor, FL 34685

ARTICLE VII. INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

Tracey Shuttera  
2813 Woodhall Terrace  
Palm Harbor, FL 34685

Jennifer Hoge  
1007 Kenmore Dr.  
Brandon, FL 33510

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ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

SECRETARY OF STATE  
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The corporation shall not have more than 35 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BY LAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 18 day of

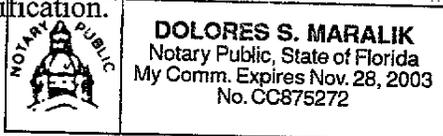
April, 2000.

Tracey Shuttera  
TRACEY SHUTTERA Incorporator

Jennifer Hoge  
JENNIFER HOGE Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18 day of April, 2000, by TRACEY SHUTTERA and JENNIFER HOGE, who is/are personally known to me or who has/have produced drivers' licenses as identification.



Dolores S. Maralik  
Notary Public  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for TANDEMONIUM TANNING SALON, INC.

at the place designated in the foregoing Articles, namely 2419-A Sandy Point Rd.,

Palm Harbor, FL 34685.

I HEREBY AGREE to act in this capacity, and to comply with all Florida Statutes relative to the performance of my duties.

Dated this 18 day of April, 2000.

Tracey Shuttera  
Registered Agent  
TRACEY SHUTTERA