

P000000046771

Jim Reed
3540 6th Av SE
Largo, FL 33771

March 15, 2000

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

200003242942--3
-05/08/00--01101--018
122.50 **78.75


Dear Sirs:

Enclosed are the Articles of Incorporation for Tanning Technologies, Inc. and a check payable to the Secretary of State for \$122.50 to register this name as a State of Florida Corporation.

Please mail charter number and all necessary documents and correspondence to:

Tanning Technologies, Inc.
3540 6th Av SE
Largo, FL 33771

Sincerely,

 3-15-2000

Jim Reed

FILED
2000 MAY -8 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 5/10

ARTICLES OF INCORPORATION
OF
TANNING TECHNOLOGIES, INC.

FILED
2000 MAY -8 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The understanding subscriber to these Articles of Incorporation, a natural person, authorized to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Tanning Technologies, Inc.. The principal place of business of this corporation shall be 3540 6th Av SE, Largo, FL 33771.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

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

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 3540 6th Av SE, Largo, FL 33771, and the initial registered agent of the corporation at that address is Jim Reed.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

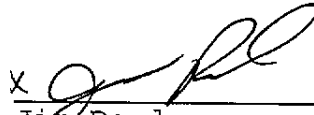
This corporation shall have no directors, initially. The affairs of the corporation will be managed by the shareholders until such time as directors are designated as provided by the By-Laws.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jim Reed
3540 6th Av SE
Largo, FL 33771

IN WITNESS WHEREOF, the undersigned has hereto set his hand and seal on this 3rd day of April, 2000.

X 

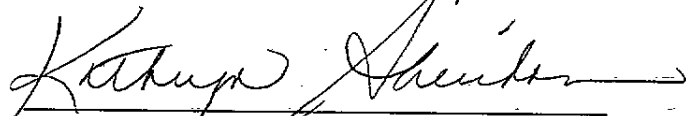
Jim Reed

STATE OF FLORIDA

COUNTY OF PINELLAS

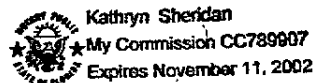
BEFORE ME, the undersigned authority, this day personally appeared Jim Reed, who being by me first duly sworn, deposes and says that he executed the foregoing freely and voluntarily.

Sworn to and subscribed before me the 3rd day of April, 2000.



Notary Public, State of Florida
at Large

My Commission Expires:

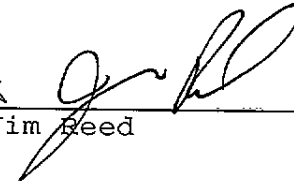


Kathryn Sheridan
My Commission CC789907
Expires November 11, 2002

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Tanning Technologies, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation, at the City of Largo, County of Pinellas, State of Florida, has named Jim Reed of the City of Largo, County of Pinellas, State of Florida, as its Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above-named corporation, at the place designated in the above Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

x 
Jim Reed

2000 MAY -8 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

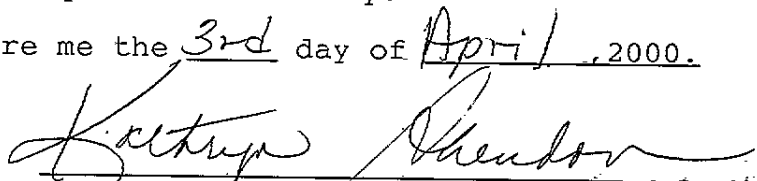
FILED

STATE OF FLORIDA


COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared Jim Reed, who being by me first duly sworn, deposes and says that he executed the foregoing freely and voluntarily.

Sworn to and subscribed before me the 3rd day of April, 2000.


Notary Public, State of Florida
at Large

My Commission Expires:

 Kathryn Sheridan
My Commission CC789807
Expires November 11, 2002