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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 742594 81707A

AUTHORIZATION : Patricia Piquero

COST LIMIT : \$ 78.75

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 JUN 23 PM 3:47

ORDER DATE : June 23, 2000

ORDER TIME : 1:05 PM

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ORDER NO. : 742594-005

CUSTOMER NO: 81707A

CUSTOMER: George Ortiz, Esq
GEORGE ORTIZ, ESQ
GEORGE ORTIZ, ESQ
Suite 128
1515 East Silver Springs Blvd
Ocala, FL 34470

DOMESTIC FILING

NAME: ABSOLUTE TANNING SALON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 11354

EXAMINER'S INITIALS:

RECEIVED 00 JUN 23 PM 3:48 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

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00 JUN 23 PM 3:47

ARTICLES OF INCORPORATION
OF
ABSOLUTE TANNING SALON, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ABSOLUTE TANNING SALON, INC.

The address of the principal office of this corporation shall be 5401 Southwest 88th Place, Ocala, Florida 33476, and the mailing address of the corporation shall be the same.

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 one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Frank J. DeSena Dir.	5401 Southwest 88th Place Ocala, Florida 33476
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Mary G. DeSena Dir.	5401 Southwest 88th Place Ocala, Florida 33476
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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Frank J. DeSena V. Pres.	5401 Southwest 88th Place Ocala, Florida 33476
Mary G. Desena Sec.	5401 Southwest 88th Place Ocala, Florida 33476
Randal J. Mutter Treas.	5401 Southwest 88th Place Ocala, Florida 33476

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

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ARTICLE X. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 23, 2000.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap