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LANE TROHN
ATTORNEYS AT LAW

DAVID D. HALLOCK, JR.
LAKELAND OFFICE

June 27, 2000

ROBERT J. BERTRAND
HANK B. CAMPBELL
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CONNIE C. DURRENCE
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JANET M. STUART
JONATHAN B. TROHN
ROBERT L. TROHN
JOHN K. VREELAND
TED W. WEEKS, III
THEODORE W. WEEKS, IV
A. LANE (RETIRED)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

60 JUN 28 AM 8:30

FILED

VIA FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: DARK TANNING CONCEPTS, INC.
Our File No. D434-48233

700003307617--8
-06/28/00-01057-001
*****87.50 *****87.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as Dark Tanning Concepts, Inc. Our search of the Secretary of State's On-Line Records indicated that this name is available for a Florida corporation. Please file the original Articles and return the copy to me, duly certified to show the date of filing. Please note that the corporate existence is to commence as of the date of execution of the Articles.

We also require a Certificate of Status. Therefore, enclosed is this firm's check in the amount of \$87.50 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75
Certificate of Status	\$ 8.75

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (863) 284-2208. Thanking you for your usual cooperation, I am

Very truly yours,

David D. Hallock, Jr.

DDH/sb
Enclosures

J. Burch JUN 30 2000

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. BOX 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (863) 284-2200 • FAX (863) 688-0310
WWW.LANETROHN.COM

**ARTICLES OF INCORPORATION
OF
DARK TANNING CONCEPTS, INC.**

FILED
00 JUN 28 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Dark Tanning Concepts, Inc .

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 2537 S. Florida Avenue,
Lakeland, Florida 33803.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and
acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par
value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 2537 S. Florida
Avenue, Lakeland, Florida 33803 and the name of the initial registered agent of this corporation
at that office is Vicki Folsom.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is or are:

Steve Blanton
629 Howard Avenue
Lakeland, FL 33815

Vicki Folsom
629 Howard Avenue
Lakeland, FL 33815

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

David D. Hallock, Jr.
Lane, Trohn, Bertrand & Vreeland, P.A.
One Lake Morton Drive
Lakeland, FL 33801

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

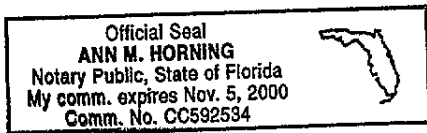
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 27th day of June, 2000.



DAVID D. HALLOCK, JR., Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 27th day of June, 2000, by David D. Hallock, Jr., who is personally known to me and who did not take an oath.



(Affix Notary Seal)

Ann M. Horning
NOTARY PUBLIC, State of
Florida at Large
Print name: Ann M. Horning
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

Vicki Folsom
Vicki Folsom

DATE: June 27, 2000.