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LAW OFFICES

JEROME L. TEPPS, P.A.

3411 POWERLINE ROAD, SUITE 701

FORT LAUDERDALE, FLORIDA 33309

TELEPHONE (954) 565-3231

TELECOPIER (954) 565-7978

FEDERAL COURT TRIAL BAR
CIRCUIT COURT MEDIATOR
COUNTY COURT MEDIATOR

November 21, 2000

SECRETARY OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314
ATTENTION: AMENDMENT SECTION

900003476379--8

-11/27/00--01133--001

*****87.50 *****87.50

Re: PERFECT TAN, INC.

Gentlemen:

Please find original and one copy of the Articles of Amendment, reference above, along with check # 32259 in the amount of \$87.50 representing \$35.00 for the Amendment, and \$52.50 for a certified copy of the Amendment.

Please return the certified copy of the Amendment to this office. Enclosed is self-addressed, stamped envelope for your convenience.

Very truly yours,

Jerome L. Teppes, Esq.

FILED
00 NOV 27 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Per Mr. Teppes
Secretary - OK
to remove
initial
JLT/ps.
enclosures: as noted
CORP\MIRUS.AMD

Amend

S. PAYNE DEC 5 2000

AMENDMENT TO ARTICLES OF INCORPORATION
OF
PERFECT TAN, INC.

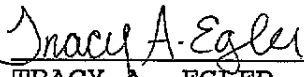
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00 NOV 27 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The following provisions of the Articles of Incorporation of Perfect Tan, Inc., a Florida corporation, filed in Tallahassee, Florida on July 10, 2000, be and hereby are amended as follows:

ARTICLE VII - BOARD OF DIRECTORS: The board of directors shall be TRACY A. EGLER, 2115 K Spring Harbor Drive, Delray Beach, Florida 33445 and JEFFREY P. EGLER, 2115 K Spring Harbor Drive, Delray Beach, Florida 433445.

WHEREOF, the undersigned have executed these Articles of Amendment this 21st day of November, 2000.

The foregoing Amendment was unanimously adopted by a vote of 100% of the shareholders (JEFFREY P. EGLER and TRACY A. EGLER - 100% shareholders as joint tenants with rights of survivorship) on the 21st day of November, 2000; the vote was sufficient for approval.

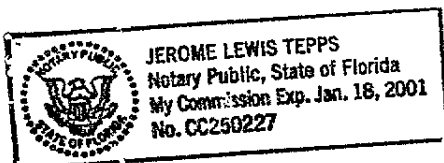

TRACY A. EGLER
Secretary/Director

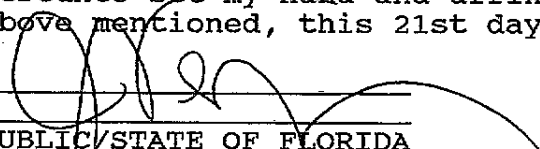

JEFFREY P. EGLER
President/Director

STATE OF FLORIDA)
COUNTY OF BROWARD)

THE FOREGOING instrument was acknowledged before me this 21st day of November, 2000 by TRACY A. EGLER and JEFFREY P. EGLER, who are personally known to me or who produced Florida Driver Licenses as identification and who did take an oath, and they acknowledged before me that they executed the foregoing for the purposes intended therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County above mentioned, this 21st day of November, 2000.



By: 
NOTARY PUBLIC/STATE OF FLORIDA
My Commission Expires: