

ARTHUR J. CAPPELLA
CERTIFIED PUBLIC ACCOUNTANT

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1100 S. FEDERAL HIGHWAY
BOYNTON BEACH, FL 33435

FILED
08 AUG 16 AM 11:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.50 *****78.50

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

DEAR SIR:

ENCLOSED, PLEASE FIND CHECK FOR \$ 78.50 FOR INCORPORATING
THE TANNING SPA #2, INC.

WHEN COMPLETED PLEASE RETURN TO:

ARTHUR J CAPPELLA
CERTIFIED PUBLIC ACCOUNTANT
1100 SOUTH FEDERAL HWY
BOYNTON BEACH, FL 33435

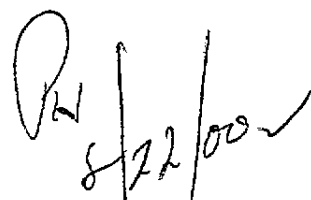
THANKING YOU IN ADVANCE.

SINCERELY,



ARTHUR J CAPPELLA
CERTIFIED PUBLIC ACCOUNTANT

AJC/PT



ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

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TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of this corporation shall be:

THE TANNING SPA #2, INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is Five Hundred (500) Shares of common stock, of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than One Hundred (\$100.00) Dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal Office of the Corporation shall be:

1100 S FEDERAL HWY STE 4
BOYNTON BEACH, FL 33435

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have Director(s) initially.

The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation:

STEVEN GOYETTE
1100 S FEDERAL HWY STE 4
BOYNTON BEACH, FL 33435

ARTICLE VIII, INCORPORATOR

The names and addresses of the Incorporators:

STEVEN GOYETTE
1100 S FEDERAL HWY STE 4
BOYNTON BEACH, FL 33435

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, as subscribing
incorporators, have hereinto set our hands and seals this
____ 14 ____ day of ____ AUGUST 2000 ____ for the purpose of
forming this Corporation under the Laws of the State of Florida,
and hereby make and file, in the office of the Secretary of the
State of Florida, these Articles of Incorporation, and certify
that the facts herein stated are true.



STEVEN GOYETTE

SWORN TO AND SUBSCRIBED BEFORE ME

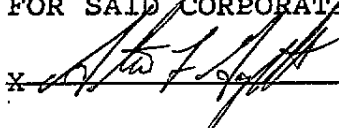
THIS ____ day of ____

Notary Public

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE.

THE REGISTERED AGENT STEVEN GOYETTE LOCATED AT
1100 S FEDERAL HWY STE 4, BOYNTON BEACH, FL 33435

ACCEPT THIS POSITION AS SIGNED BELOW: I HEREBY AM FAMILAR WITH
AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT
FOR SAID CORPORATION.

X 

THE REGISTERED OFFICE WILL BE AT: 1100 S FEDERAL HWY STE 4

BOYNTON BEACH, FL 33435

X 

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA