

ATTORNEY AT LAW

KATHLEEN REYNOLDS

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October 4, 2000

Southeast Security, Inc.
3841-A Killearn Court
Tallahassee, FL 32308

VIA UPS OVERNIGHT MAIL

ATTENTION: Dan Bowden

Re: Articles of Incorporation for Tanfastic Tanning Salon Of Mary Esther, Inc.

Dear Mr. Bowden:

Enclosed please find the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for Tanfastic Tanning Salon Of Mary Esther, Inc., together with a check made payable to the Secretary of State in the amount of \$70.00 representing the filing fee. Please walk this application through the Secretary of State's office, then fax the letter evidencing filing to me at (850) 837-3502. Additionally, please mail your bill for services rendered along with the hard copy of the letter evidencing filing.

Thank you for your assistance in this regard. Should you have any questions, please do not hesitate to contact me.

Sincerely,


KATHLEEN REYNOLDS

KR/mjp

Enclosures: a/s

cc: Joel and Anne Ziegenhorn

APPROVED
AND
FILED
00 OCT -6 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TANFASTIC TANNING SALON OF MARY ESTHER, INC.

ARTICLE I - NAME

The name of this corporation is Tanfastic Tanning Salon Of Mary Esther, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

429 Page Bacon Road
Mary Esther, FL 32569

The mailing address of this corporation shall be:

429 Page Bacon Road
Mary Esther, FL 32569

00 OCT -6 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Joel Ziegenhorn
429 Page Bacon Road
Mary Esther, FL 32569

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

Anne Ziegenhorn
429 Page Bacon Road
Mary Esther, FL 32569

Joel Ziegenhorn
429 Page Bacon Road
Mary Esther, FL 32569

ARTICLE VII - BY-LAWS

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

ARTICLE VIII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 2 day of October, 2000.

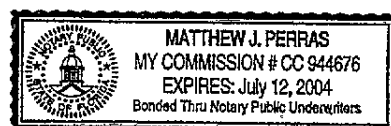

ANNE ZIEGENHORN, INCORPORATOR


JOEL ZIEGENHORN, INCORPORATOR

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 2nd day of October, 2000 by Anne Ziegenhorn and Joel Ziegenhorn, who are personally known to me or who have produced as identification and acknowledged and declared that they executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: 7/12/2004



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Tanfastic Tanning Salon Of Mary Esther, Inc.
2. The name and address of the registered agent is Joel Ziegenhorn, 429 Page Bacon Road, Mary Esther, Florida 32569. The address of the principal office is 429 Page Bacon Road, Mary Esther, Florida 32569.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 2nd day of Oct., 2000.


Joel Ziegenhorn, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED