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Brian Cavanaugh
2600-D Hidden Lake Drive
Sarasota, Florida 34237
(941)330-2178

October 9, 2000

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 342399

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*****70.00 *****70.00

RE: Filing of Articles of Incorporation
Extreme Tanning, Inc.

Dear Sir or Madame:

Enclosed please find the original of the Articles of Incorporation for the above-referenced corporation and a check in the total amount of the following:

Articles Filing Fee:	\$35.00
Agent Designation Filing Fee:	<u>35.00</u>
	\$70.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Sincerely,



Brian Cavanaugh

FILED
00 OCT 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-3-00

Brian Cavanaugh GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp. Name
DATE 10-11-00
DOC. EXAM gj

gj 10/11

ARTICLES OF INCORPORATION
OF

Extreme Tanning, Inc.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

- 1.1 Name. The name of the corporation shall be *Extreme Tanning, Inc.*
- 1.2 Principal Office and Mailing Address. The corporation principal office, if known, shall be 705 North Beneva Road, Sarasota, Florida 34232, and the mailing address of the corporation shall be 705 North Beneva Road, Sarasota, Florida 34232. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.
- 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be BRIAN CAVANAUGH. The Registered Office street address of the Registered Agent shall be 705 North Beneva Road, Sarasota, Florida 34232. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

- 2.1 Commencement of Corporate Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within 5 business days prior to the filing hereof by the Department of State.
- 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

- 3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United State or in any foreign country, to the extent not prohibited by law therein.
- 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

- 4.1 Class, Number, Par and Description. The share of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 1,000 shares at \$1.00 par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-3-00

- 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Director of the corporation. Any and shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.
- 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury share of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.
- 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

- 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the shareholders in accordance with applicable law.
- 5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors, if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give 3 days advance written notice of the time and place of the meeting to each person called.
- 5.3 Incorporator(s). The name and address of each incorporator executing the instrument is as follows: BRIAN CAVANAUGH - 705 North Beneva Road, Sarasota, Florida 34242.

IN WITNESS WHEREOF, the undersigned executed this instrument this 9 day of October, 2000.

SIGNATOR:



BRIAN CAVANAUGH
Incorporator & Registered Agent

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00 OCT 10 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA