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VERIFICATION ONLY

Requestor's Name

Address

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CORPORATION(S) NAME

Body Tanning Inc.

RECEIVED
00 OCT 27 AM 9:11
TALLAHASSEE, FLORIDA

- | | | |
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| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | ☐ Dissolution | ☐ Mark |
| ☐ Foreign | ☐ Annual Report | ☐ Other |
| ☐ Limited Partnership | ☐ Reservation | ☐ Change of Registered Agent |
| ☐ Reinstatement | ☐ Photo Copies | ☐ Certificate Under Seal |
| ☒ Certified Copy | ☐ Call When Ready | ☐ Call If Problem |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
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Empire Toll Free: 1-800-432-3028

00 NOV 1 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 27, 2000

EMPIRE

MIAMI, FL

SUBJECT: BODY TAN, INC.
Ref. Number: W00000025871

We have received your document for BODY TAN, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 600A00056085

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 NOV -1 AM
TO AGENCY OF
SUFFICIENCY OF

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF**

BODY TANNING, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is *BODY TANNING, INC.*

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is, 8921 W. Atlantic Blvd Store # R Coral Springs, FL 33071 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

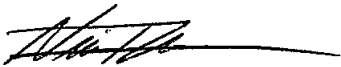
The name and street address of the incorporator of this corporation is:

Nicholas J. Rhodis
6011 NW 58th Way
Parkland, FL 33067

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Nicholas J. Rhodis. Whose address shall be the same as the principal office of the corporation. The initial Vice President Shall Be Traian Pircalabu.

T.P. Traian Pircalabu



FILED
00 NOV - 1 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$ 1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, of securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting of changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 8921 W. Atlantic Blvd Store # R Coral Spring, FL 33071. The name and address of the registered agent of this corporation is Nicholas J. Rhodis 6011 NW 58th Way Parkland, FL 33067.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the corporation but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

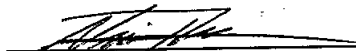
ARTICLE 12 - EFFECTIVE DATE

These Articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles if Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation At any amendment hereto aye granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of incorporation under the laws of the state of Florida, this 25th day of October 2000.



Nick J. Rhodis,
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

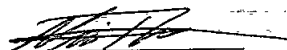
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation
Organized under the laws of the State of Florida, submits the following statement in designating
the registered agent, in the State of Florida.

1. The name of the corporation is:

BOOY TANNING, INC.

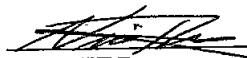
2. The name and address of the registered agent is:

Nicholas J. Rhodis
6011 NW 58th Way
Parkland, FL 33067


PRESIDENT

10/26/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE ON
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, 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 RELATING TO PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

10/26/00

FILED
00 NOV -1 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA