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FLORIDA PROFIT CORPORATION OR P.A.

G.L.D. ENTERPRISES, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 2, 2000

EMPIRE

SUBJECT: G. & L. ENTERPRISES, INC.
REF: W00000026281

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

THE CONFLICT IS G & L ENTERPRISES INCORPORATED DOC #P35417.

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ARTICLES OF INCORPORATION
OF

G. L. D. ENTERPRISES, INC.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be: G. L. D. ENTERPRISES, INC., and the principal place of business is: 19481 Sheridan Street, Pembroke Pines, FL 33332.

ARTICLE II. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of operating a tanning salon, health club and for any and all other lawful purposes permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One and no/100 (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V. INITIAL REGISTERED AGENT

The initial Registered Agent of this Corporation is BRUCE L. HOLLANDER, ESQUIRE, and the Registered Agent's address is: 901 South State Road 7, Penthouse C, Hollywood, FL 33023.

Bruce L. Hollander, P.A.
901 South State Road 7
Penthouse C
Hollywood, FL 33023
Florida Bar No. 162665

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ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but never less than one. The name and address of the initial Director of this Corporation is:

GREG GRANT
1019 S.W. 112th Terrace
Pembroke Pines, FL

ARTICLE VIII. INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

GREG GRANT
1019 S.W. 112th Terrace
Pembroke Pines, FL

President & Secretary

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

BRUCE L. HOLLANDER
901 South State Road 7
Penthouse C
Hollywood, FL 33023

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ARTICLE X. BY-LAWS

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

ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE XII. CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by written notice delivered to each Shareholder five (5) business days prior to the meeting date.

ARTICLE XIII. SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of Shareholders.

If a quorum is present, the affirmative vote of Fifty-One (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders.

ARTICLE XIV. DIVIDENDS

Dividends may be paid to Shareholders (only out of the unreserved and unrestricted earned surplus of this Corporation).

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ARTICLE XV. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of the Corporation.

ARTICLE XVI. DIRECTORS' TERMS

The Shareholders of this Corporation shall not be entitled to remove any Director from office during his term.

ARTICLE XVII. DIRECTOR QUORUM AND VOTING

Fifty-One (51%) percent of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the Directors present shall be the act of the Board of Directors.

ARTICLE XVIII. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XIX. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XX. INDEMNIFICATION

The Corporation shall indemnify all officers or directors or any former officer or director, to the fullest extent permitted by law.

ARTICLE XXI. AMENDMENT

This Corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment

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thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XXII. SUBCHAPTER S AND SECTION 1244 STOCK ELECTION

It is the intent of the Incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as a Subchapter S Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 2nd day of Nov., 2000.

Witnesses:

Robert Nichols
Joan Devlin

Bruce L. Hollander
BRUCE L. HOLLANDER
Subscriber/Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments personally appeared, BRUCE L. HOLLANDER, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of Nov., 2000.



Joan Devlin
NOTARY PUBLIC

(Notary Printed Name)

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I HEREBY ACCEPT the designation as Resident Agent for
G. L. D. ENTERPRISES, INC.

Dated this 2nd day of Nov., 2000.

Bruce L. Hollander
BRUCE L. HOLLANDER
Resident Agent

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