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REPLY ADDRESS: 227 North Ridgewood Drive • Sebring, FL 33870-7204

11 East Main Street • Avon Park, FL 33825-3942

15 North Oak Street • Lake Placid, FL 33852-6325

January 22, 2001

FILED
01 JAN 25 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Tropical Tan of Sebring, Inc.
Our File Number 051-01

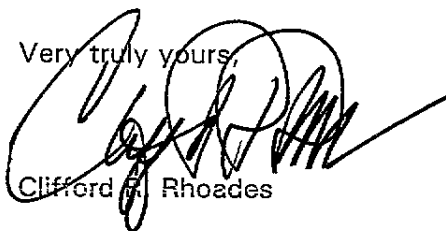
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To whom it may concern:

I enclose the original and one (1) copy of the Articles of Incorporation of the above new corporation for filing and a check for filing same. Please proceed to file same and return a filed, date stamped, certified copy to the undersigned in the envelope provided for same.

If you have any questions, please call. Thank you for your courtesy and cooperation in this matter.

Very truly yours,


Clifford R. Rhoades

CRR/klw
Enclosures - as stated above

✓
SEBRING: Phone (863) 385-0346 • Fax (863) 385-2859 • Email: crrpa@strato.net
AVON PARK: Phone (863) 452-2178 • Fax (863) 452-2182 • Email: crrpare@strato.net
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**ARTICLES OF INCORPORATION
OF
TROPICAL TAN OF SEBRING, INC.**

ARTICLE I-Name

The name of this corporation is Tropical Tan of Sebring, Inc.

ARTICLE II- Principal Office

The address of the principal office is 6422 US Highway 27 South, Sebring, Florida 33870.

ARTICLE III-Duration

This corporation shall have perpetual existence.

ARTICLE IV-Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-Capital Stock

This corporation is authorized to issue Eight Thousand (8,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

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 right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII-Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 227 North Ridgewood Drive, Sebring, Florida 33870 and the name of the initial registered agent of this corporation at that address is Clifford R. Rhoades.

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ARTICLE VIII-Initial Board of Directors

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

Darlene Young
6422 US Highway 27 South
Sebring, Florida 33870

ARTICLE IX-By-Laws

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

ARTICLE X-Shareholders Meeting Required

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XI-Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII-Incorporator

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

Clifford R. Rhoades
227 North Ridgewood Drive
Sebring, Florida 33870

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of
Incorporation this 23rd day of January, 2001.


Clifford R. Rhoades

STATE OF FLORIDA
COUNTY OF HIGHLANDS

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Clifford R. Rhoades who is personally known to me X or who has produced _____ as identification, who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 23rd day of January, 2001.



Karen Leanne West
Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent of Tropical Tan of Sebring, Inc. and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 23rd day of January, 2001.

Clifford R. Rhoades
Clifford R. Rhoades, Registered Agent