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Law Offices
Blackburn & Blackburn

Bryan E. Blackburn
Attorney at Law

February 16, 2001

Please reply to:
 Jacksonville Middleburg

Jacksonville Office:
1921 Dewey Place
Jacksonville, Florida 32207

Middleburg Office:
2747 Blanding Boulevard
Middleburg, Florida 32068

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

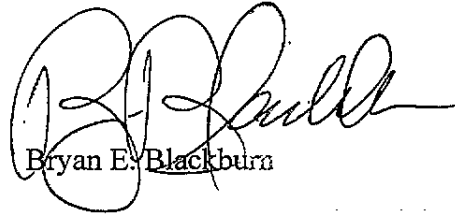
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*****78.75 *****78.75

Re: Julington Creek Tanning, Inc.

To Whom It May Concern:

You will find enclosed the Articles of Incorporation for the above referenced new corporation, together with my check in the amount of \$78.75 representing the filing fee, and fee for a certified copy. Also enclosed is a copy of the Articles of Incorporation to be certified and returned in the envelope provided. Thank you in advance for your assistance in this matter.

Sincerely,



Bryan E. Blackburn

BEB/clf

Enclosures

cc: Melvin Gay

FILED
01 FEB 19 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E:\BEBCorporations\JulingtonCreekTanning\SecretaryOfStateLtr.wpd

Jacksonville Office:
Telephone: (904) 399-5004
Facsimile: (904) 396-5185

Middleburg Office
Telephone (904) 282-9997

**ARTICLES OF INCORPORATION
OF
JULINGTON CREEK TANNING, INC.**

FILED
01 FEB 19 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Julington Creek Tanning, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is any and all phases and aspects of tanning and any other lawful business. This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares common stock, having a par value of \$1.00, all of which shall be fully paid and non-assessable.

This corporation is a small business corporation within the meaning of Section 1244(c) of the Internal Revenue Service Code, and all authorized capital stock of this corporation issued within two years of the date of adoption of the by-laws shall constitute Section 1244 Stock, and shall be issued at par value.

ARTICLE IV. INITIAL STOCK

The amount of capital with which the corporation will begin business is \$1,000.00.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS OF REGISTERED OFFICE AND AGENT

The registered office and principal place of business of the corporation shall be 1921 Dewey Place, Jacksonville, Florida 32207, or such other place as the Board of Directors of this corporation may select. The initial registered agent is Bryan E. Blackburn, Esquire, 1921 Dewey Place, Jacksonville, Florida 32207.

ARTICLE VII. INITIAL DIRECTORS

The names and post office address of the members of the first Board of Directors are:

<u>Name:</u>	<u>Address:</u>
Melvin Gay	2305 Marlee Road Jacksonville, Florida 32259
Amy Gay	2305 Marlee Road Jacksonville, Florida 32259
Matthew Gay	1870 Dunn Avenue Jacksonville, Florida 32218

ARTICLE VIII. SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is:

Name:

Melvin Gay

Address:

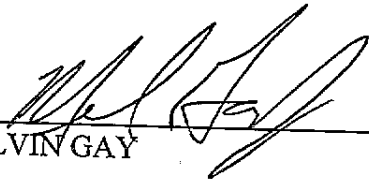
2305 Marlee Road
Jacksonville, Florida 32259

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at Stockholders' meetings by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written agreement approving an amendment; provided, however, that no amendment to increase the authorized capital stock of the corporation shall be effective without the unanimous consent of all the Stockholders.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal, this 11th day of February, 2001.

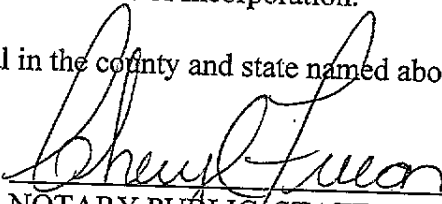


MELVIN GAY

STATE OF FLORIDA)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this 11th day of February, 2001, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared MELVIN GAY, who is personally known to me, described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged to me that she subscribed to the Articles of Incorporation.

11th WITNESS my hand and official seal in the county and state named above this day of February, 2001.



NOTARY PUBLIC, STATE OF FLORIDA



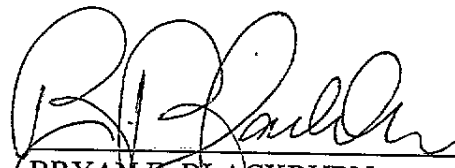
**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

JULINGTON CREEK TANNING, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, had named BRYAN E. BLACKBURN as its registered agent to accept service of process within this state, who is located at the following registered office: 1921 Dewey Place, Jacksonville, Florida 32207.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said Sections relative to keeping open the registered office.


BRYAN E. BLACKBURN,
Registered Agent

FILED
01 FEB 19 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA