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February 23, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: SpinTan, Inc

Dear Secretary of State:

Enclosed please find original and original copy of Articles of Incorporation together with oath and acceptance of register agent for filing.

Also enclosed please find check in the amount of \$78.75 representing the filing fee.

If same are in order please file corporation and return original copy to me.

Thank you for your attention to this matter and if you should have any questions, please contact me.

Sincerely,

Janet M. Richmond

Janet M. Richmond
Secretary to Walter E. Foster, III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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MAR 2 2001

ARTICLES OF INCORPORATION
OF
SPINTAN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned persons do hereby form the above corporation and to that end do hereby certify to the facts hereinafter set forth, as required by law.

I

The name of the proposed corporation shall be:

SPINTAN, INC.

II

The general nature of the business to be transacted is as follows, to-wit:

1. Primary purpose will be to engage in the salon tanning devices and all related activities.

2. To borrow or to raise monies for any of the purposes of the corporation, to issue bonds, notes or other obligations for monies so borrowed and to secure the payments thereof, and of the interest thereon, in whole or in part, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, real or personal, including contracts and other rights, franchises and privileges and also its income, profits, stocks, bonds and other securities of other corporations, associations, individuals or others, whether at the time owned or thereafter acquired; and to sell or pledge such bond or notes or other obligations of the corporation for its proper corporation purposes; also to loan or advance money upon mortgaged on real or

personal property, or either of them or otherwise so far as shall be necessary or desirable in the conduct of the business of the corporation and not inconsistent with the laws of the State of Florida.

3. To conduct its business in other states, in territories and in foreign countries subject to the laws of such state, district, territory, colony or country.

4. Without in any way limiting the foregoing purpose, it is hereby declared and provided that the corporation shall have power to do any and all acts and things that may be reasonable necessary or appropriate to accomplish the purposes, of any of them, for which the corporation is created, so far as the same shall not be inconsistent with the laws of the State of Florida.

III

The maximum number of shares of stock with which the corporation is authorized to have outstanding at any time shall be One hundred (100) shares of voting stock to be of no par value. The stock of this corporation shall be and can be paid for in cash or property, real, personal, or mixed or labor of services as full calculation to be fixed by the Board of Directors.

IV

The amount of capital with which the corporation shall begin business is One Thousand and No/100 Dollars (\$1,000.00).

V

The corporation shall have perpetual existence.

VI

The principal place of business is 938 Countryside Blvd West, Port Orange, Florida 32127. The Registered Agent shall be Walter E. Foster III.

VII

The initial officer of said corporation shall be a President and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such a manner and shall hold their offices for such terms and shall have such powers and duties as may be presented by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President shall not also be the Secretary or an Assistant Secretary of the Corporation.

VIII

The names and Post Office addresses of the subscribers of this Articles of Incorporation are as follows:

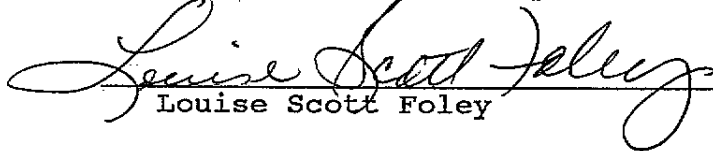
Louise Scott Foley, 938 Countryside Blvd West, Port Orange, Florida 32127.

IX

Said Corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate in the manner now or hereinafter permitted by law or prescribed by Statutes, and all rights conferred upon the Stockholders.

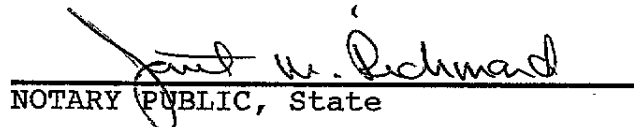
IN WITNESS WHEREOF, I the undersigned, being the original subscriber of these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, do hereby make and file these Articles of Incorporation hereby

declaring and certifying that the facts herein are true, and
hereunto set my hand and seal this 22 day of February, 2001.

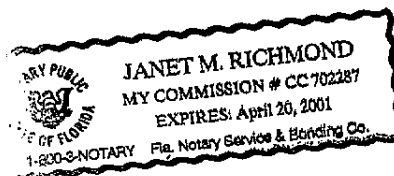

Louise Scott Foley

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged
before me this 22 day of February 2001 by Louise Scott Foley who is
personally known to me or who has produced FL Drivers License as
identification and who did (did/not) take an oath.


NOTARY PUBLIC, State

My Commission Expires:



In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, SPINTAN, INC. , desiring to organize under the laws of the State of Florida with its principle office as indicated in the articles of incorporation in the City of Daytona Beach, County of Volusia, State of Florida has named Walter E. Foster III, Esquire, located at 315 S. Palmetto Ave., Daytona Beach, Volusia County, Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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