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FLORIDA PROFIT CORPORATION OR P.A.

Tanning Beds USA, Inc.

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P.02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2001

TURNBERRY ASSOCIATES

SUBJECT: TANNING BEDS USA, INC.

REF: W01000006338

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ARTICLES OF INCORPORATION OF TANNING BEDS USA, INC.

ARTICLE I

The name of this corporation shall be:

Tanning Beds USA, Inc.

ARTICLE II PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is:

20750 West Dixie Highway Aventura, FL 33180

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par.value common stock, which shall be designated "Common Shares".

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 20750 West Dixie Highway, Aventura, FL 33180 and the name of the initial registered agent is Mario Romine.

ARTICLE V INCORPORATOR

The name and address of the person signing these Articles as Sole Incorporator is Mario A. Romine and his address is 19501 Biscayne Boulevard, Suite 400, Aventura, FL 33180.

ARTICLE VI DIRECTOR

This corporation shall have two (2) directors initially. The number of directors may increase from time to time but shall never be less than one (1). The names of the initial Directors are Mauricio Goldring and Diana Goldring and their address is 20750 West Dixie Highway, Aventura, FL 33180.

ARTICLE VII

The effective date of these Articles shall be March 19th, 2001 and shall continue until terminated.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of March, 2001.

Mario A. Romine, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 19th DAY OF MARCH, 2001.

BY: _ _ Car

MARIO A. ROMINE

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