

Law Offices
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Delray Beach, Florida 33483

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March 21, 2001

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32374

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-03/27/01--01013--025
*****78.75 *****78.75

RE: THE TAN FACTORY II, INC.

Dear Secretary of State:

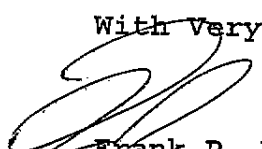
Enclosed herewith for filing is an original and one copy of the
ARTICLES OF INCORPORATION for THE TAN FACTORY II, INC.

Also enclosed is a check in the sum of \$78.75 which represents
the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$ <u>78.75</u>

Please return a certified copy of the ARTICLES OF INCORPORATION
to the undersigned.

With Very Best Regards,


Frank P. Mehok, Jr.

FPMjr/vgb

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 26 PM 1:37

FILED

F. CHESSER

MAR 29 2001

ARTICLES OF INCORPORATION
OF
THE TAN FACTORY II, INC.

FILED
01 MAR 26 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is THE TAN FACTORY II, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The initial post office address of the principal place of business of this corporation in the State of Florida is: 731-8 NE 12th Terrace, Boynton Beach, FL 33435.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DESIGNATION OF REGISTERED AGENT AND OFFICE

The Registered Agent shall be: ROBERT D. LA BAR, 731-8 NE 12th Terrace, Boynton Beach, FL 33435.

ARTICLE VIII - SUBSCRIBER

The names and addresses of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore is:

<u>Name</u>	<u>Address</u>	<u>Consideration</u>	<u>Shares Not Less Than</u>
<u>Name of Subscriber</u>	<u>Address</u>		
Tiffany L. LaBar	731-8 NE 12th Terrace Boynton Beach, FL 33435	250	\$250.00
Robert D. LaBar	731-8 NE 12th Terrace Boynton Beach, FL 33435	250	\$250.00

ARTICLE IX - DIRECTORS

This corporation shall have not less than one nor more than five (5) directors. The number of directors may be increased from time to time by by-laws adopted by the stockholders.

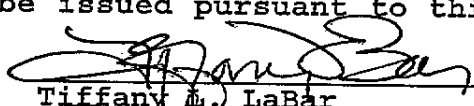
ARTICLE X - INITIAL DIRECTORS

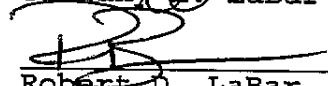
The persons named below shall be the first directors of the corporation and shall serve as such until their respective successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
Tiffany L. LaBar	731-8 NE 12th Terrace Boynton Beach, FL 33435
Robert D. LaBar	731-8 NE 12th Terrace Boynton Beach, FL 33435

ARTICLE XI - STOCK PLAN

The subscribers to this agreement do hereby agree that they shall cause the corporation to adopt prior to payment for or issuance of any shares of stock of the corporation a Section 1244 Stock Plan covering those shares to be issued pursuant to this agreement.


Tiffany L. LaBar

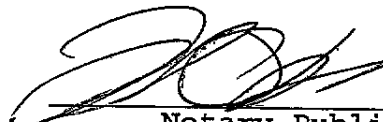

Robert D. LaBar

STATE OF FLORIDA)
 :SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared TIFFANY L. LA BAR, ROBERT D. LA BAR to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16 day of March, 2001.

My Commission Expires:


Notary Public
State of Florida at Large

 Frank P. Mehok, Jr.
Commission # CC 924760
Expires April 3, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

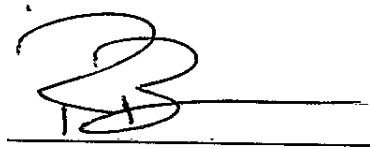
* * * * *

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

First -- That THE TAN FACTORY II, INC. desiring to
organize under the laws of the State of Florida with its
registered office, as indicated in the Articles of Incorporation
at City of Boynton Beach, County of Palm Beach, State of Florida,
has named Robert D. La Bar, located at 731-8 NE 12th Terrace,
Boynton Beach, Florida 33435 City of Boynton Beach, County of
Palm Beach, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:


Having been named to accept service of process, for the
above stated corporation, at the place designated in the
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.



Robert D. La Bar (Resident Agent)

CONSENT TO USE OF NAME

COMES NOW the undersigned, Robert D. La Bar and Tiffany L. La Bar, f/k/a Tiffany L. Mehok, being all of the shareholders, directors and officers of THE TAN FACTORY, INC., a Florida Corporation, filed on November 15, 1993 under document number P93000079903, and do hereby consent to the use by Robert D. La Bar and Tiffany L. La Bar of the name THE TAN FACTORY II, INC.


Robert D. La Bar


Tiffany L. La Bar

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME the undersigned authority, personally appeared Robert D. La Bar and Tiffany L. La Bar, to me known to be the sole shareholders, directors and officers of THE TAN FACTORY, INC., and who executed the foregoing consent to use of name, this 16 day of March, 2001.



Frank P. Mehok, Jr.
Commission # CC 924760
Expires April 3, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public-State of
Florida at Large

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