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*BOARD CERTIFIED-REAL ESTATE

April 12, 2001

Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, FL 32301

FILED
01 APR 16 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: A Beachside Tanning, Inc.

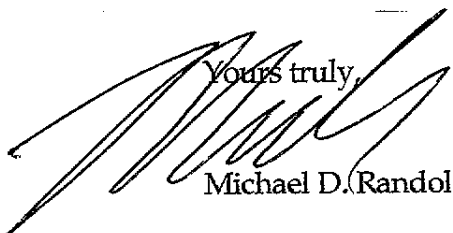
Dear Sir or Madam:

Enclosed for filing please find on behalf of the above corporation the original and one copy of the executed Articles of Incorporation, together with a check in the amount of \$78.75, for the following:

Charter Tax	-0-
Filing Fees	\$35.00
Certified Copy	\$ 8.75
Registered Agent Designation	\$35.00

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

Please return the certified copy of the Articles of Incorporation to my office as soon as possible.


Yours truly,
Michael D. Randolph

MDR:dh

enclosures

G. BULLOCK APR 18 2001

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ARTICLES OF INCORPORATION
OF
A BEACHSIDE TANNING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the statutes of the State of Florida, does hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE 1

1.1) Name The name of the Corporation is:

A BEACHSIDE TANNING, INC.

ARTICLE 2

2.1) Purpose The Corporation may engage in any activity or business permitted under the laws of the United States and of Florida.

ARTICLE 3

3.1) Number of Authorized Shares The aggregate number of shares of capital stock which the Corporation shall have authority to issue is One Hundred (100) Shares of Common Stock of a par value of \$1.00 per share.

3.2) Payment for Shares The consideration for the issuance of shares of capital stock of the Corporation may be paid, in whole or in part, in money, in other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment of the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable. In the absence of fraud

in the transaction, the judgment of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.3) Dividends The holders from time to time of shares of capital stock of the Corporation shall be entitled to receive, when as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities including capital of the Corporation, but not otherwise, dividends payable either in cash, in property or in shares of capital stock of the Corporation.-

3.4) To Whom Shares May Be Sold Any shares of capital stock of any description of the Corporation may be issued, sold or otherwise disposed of by it from time to time to such persons, firms, organizations, associations, corporations, as the Board of Directors of the Corporation may from time to time determine.

3.5) Pre-emptive and Similar Rights No holder or owner of any shares of capital stock of the Corporation or other securities of the Corporation which may be convertible into or evidence the right to acquire shares of capital stock of the Corporation shall have any preferential or pre-emptive right whatsoever to purchase any additional shares of capital stock of the Corporation whether such shares be issued for cash, property, services or otherwise. Without limiting the generality of the foregoing, no holder of any shares of capital stock of the Corporation shall, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, have any right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE 4

4.1) Initial Capital The amount of capital with which the Corporation will begin business shall not be less than \$500.00.

ARTICLE 5

5.1) The Corporation is to have perpetual existence. The existence of the Corporation shall commence when these Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it.

ARTICLE 6

6.1) Address The street address of the principal office of the Corporation in the State of Florida is 8 Del Prado Blvd., Suite B, Cape Coral, Florida 33990. The Board of Directors may from time to time move the principal office to any other address in Florida.

6.2) Resident Agent The name and address of the resident agent of the Corporation upon whom service of process may be served is DONALD E. MANNING, 1012 SE 12th Terrace, Cape Coral, Florida 33990, until and unless changed as prescribed by law.

ARTICLE 7

7.1) Initial Board of Directors The first Board of Directors of the Corporation shall consist of two members who need not be a resident of the State of Florida or a stockholder of the Corporation. The first Board of Directors shall hold the organizational meeting of the Corporation.

7.2) Names and Address The name and street address of the members of the first Board of Directors, who shall hold office until the first annual meeting of stockholders or until their successor(s) shall have been elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
DONALD E. MANNING, Director	8 Del Prado Blvd., Suite B Cape Coral, FL 33990
DARLENE M. MANNING, Director	8 Del Prado Blvd., Suite B Cape Coral, FL 33990

7.3) Increase or Decrease of Directors The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent directors, or (b) reduce the number of directors to less than one.

ARTICLE 8

8.1) Incorporators The name and street address of each person signing these Articles of Incorporation as an incorporator are:

<u>Name</u>	<u>Address</u>
MICHAEL D. RANDOLPH, ESQ.	1619 Jackson Street Fort Myers, FL 33901

ARTICLE 9

9.1) Meetings of Stockholders Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided by the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

9.2) Meetings of Directors Meetings of the Board of Directors of the Corporation, annual, regular or special, may be held either within or without the State of Florida.

9.3) By-Laws The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws shall be vested in the

Board of Directors. The By-Laws may contain any provisions for the regulation, management and government of the business, affairs and property of the Corporation not inconsistent with the Florida Statutes, other applicable laws or these Articles of Incorporation.

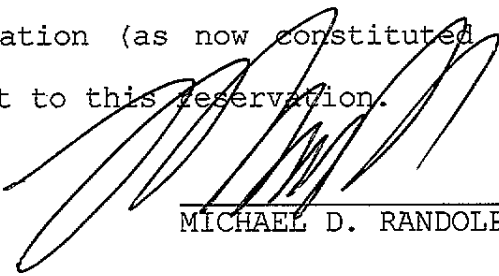
9.4) Interest of Directors in Contracts Any contract or other transaction between the Corporation and one or more of its directors or between the Corporation and any firm, organization, association, corporation or other legal entity of which one or more of its directors are stockholders, members, directors, officers or employees, or in which he or they are otherwise interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation on such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

9.5) Indemnification The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding in the manner and to the extent authorized by Section 607.014, Florida Statutes (1990). The Corporation may also pay expenses incurred in

defending any action, suit or proceeding in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in sub-section (6) of such Section upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in such Section. Any such indemnity may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 10

10.1) Amendments to Articles of Incorporation The Corporation reserves the right from time to time to amend, alter or repeal or to add any provision to, its Articles of Incorporation (as now constituted or hereafter amended) in the manner now or hereafter prescribed or permitted by the Florida Statutes, or any amendment thereto, and all rights conferred upon stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.



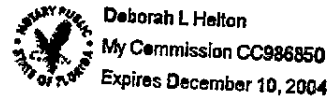
MICHAEL D. RANDOLPH, ESQ.

STATE OF FLORIDA)
) §
COUNTY OF LEE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared MICHAEL D. RANDOLPH, ESQ., to me personally known to be the person described as incorporator and subscriber who made, subscribed and acknowledged the foregoing Articles of Incorporation, and he acknowledged before me that he had so made, subscribed and acknowledged such Articles of Incorporation.

WITNESS my hand and official seal this 23rd day of March, 2001.

Deborah L. Helton
Notary Public Deborah L. Helton



My Commission Expires: 12/10/04

ACKNOWLEDGMENT

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

DATED this 30th day of March, 2001.

Donald E Manning
DONALD E. MANNING