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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

TROPICAL TANNING OF MIAMI, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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B. McKnight APR 20 2001

ARTICLES OF INCORPORATION
OF

TROPICAL TANNING OF MIAMI, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: TROPICAL TANNING OF MIAMI, INC.

The principal place of business of this corporation shall be: 7290 NW 44 Street, Miami, Fl 33166.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares @ \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Sharon Scalf
10952 SW 135th Court Circle
Miami, Fl 33186.

(President)

Robert Handy
10952 SW 135 Court Circle
Miami, Fl 33186.

(Vice-President)

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Sharon Scalf
10952 SW 135 Court Circle
Miami, Fl 33186.

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 19th day of April 2001

Signature(s) of Incorporator(s)

**Sharon Scalf*

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

TROPICAL TANNING OF MIAMI, INC.

2. The name and address of the registered agent and office is:

Sharon Scalf

10952 SW 135 Court Circle

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33186.

(CITY/STATE/ZIP)

SIGNATURE _____

TITLE _____

DATE 4-19-01

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Sharon Scalf

DATE 4/19/01