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Florida Department of State
Division of Corporations
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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

01 MAY 23 AM 10:30

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

TANNINGMANIA, INC.

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

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ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

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ARTICLE I - NAME

The name of the corporation shall be:

TANNINGMANIA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**3255 N.E. 184 ST. # 12312
AVENTURA, FL 33160-4992**

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to issue is 1,000 shares of common stock with a par value of \$ 1 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already owns, shall have the right to purchase his pro rata share thereof (as long as it may be done without the issuance of transitional shares) at the price at which it is issued to others.

ARTICLE VI - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented by person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE VII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors and the shareholders of no less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**EDUARDO S. GONZALEZ
8180 N.W. 36 ST., STE. 230
MIAMI, FL 33166**

ARTICLE IX - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

**RODOLFO AFONSO
3255 N.E. 184 ST. # 12312
AVENTURA, FL 33160-4992**

ARTICLE X - INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Each director shall have one vote. The names and addresses of the initial directors are as follows:

**RODOLFO AFONSO &
GUSTAVO RAMIREZ
3255 N.E. 184 ST. # 12312
AVENTURA, FL 33160-4992**

ARTICLE XI - INITIAL OFFICERS

The initial officers of the corporation shall be as follows:

President:	RODOLFO AFONSO
Vice President:	GUSTAVO RAMIREZ

ARTICLE XII - DURATION

The existence of this corporation shall be perpetual.

ARTICLE XIII - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by a majority of the shareholders.

ARTICLE XVI - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XV - AMENDMENT

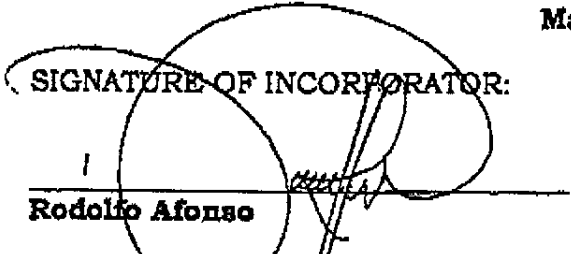
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XVI - EFFECTIVE DATE

The effective date of this corporation will be:

May 22, 2001

SIGNATURE OF INCORPORATOR:


Rodolfo Afonso

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Eduardo S. Gonzalez, Registered Agent

5-22-01
Date

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