CAPITAL CONNECTION, INC. 447 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 • Fax (850) 222-1222 *****70.00 *****70.00 Art of Inc. File_ LTD Partnership File_ Foreign Corp. File_ L.C. File____ Fictitious Name File Trade/Service Mark Merger File_____ Art. of Amend. File_____ RA Resignation____ Dissolution / Withdrawal_____ Annual Report / Reinstatement_____ Cert. Copy Photo Copy_____ Certificate of Good Standing Certificate of Status____ Certificate of Fictitious Name____ Corp Record Search_ Officer Search_ Fictitious Search_ Fictitious Owner Search Signature Vehicle Search_ Driving Record_ Requested by: UCC 1 or 3 File_ UCC 11 Search_ J. BRYAN JUN 1 9 2001 Name Time UCC 11 Retrieval

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ARTICLES OF INCORPORATION

OF

SUN BUM TANNING, INC.

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

ARTICLE I		NAME	<u> </u>
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The name of the corporation shall be: SUN BUM TANNING, INC..

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2494 N.W. 85 Avenue, Sunrise, Florida 33322

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100) of no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Tom Rayhill at 2494 N.W. 85 Avenue, Sunrise, Florida 33322

ARTICLE V - INCORPORATOR

The <u>name and address</u> of the incorporator of these Articles of Incorporation are: Tom Rayhill at 2494 N.W. 85 Avenue, Sunrise, Florida 33322

ARTICLE VI - DIRECTORS

The corporation shall have two (2) directors, and the initial directors shall be: Tom Rayhill at 2494 N.W. 85 Avenue, Sunrise, Florida 33322 and William S. Coultas at 1206 S.W. 118 Terrace, Davie, Florida 33325

Signature/Incorporator

6-18-0

Date

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.

Signature/Registered Agent

6-18-0

Date