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July 31, 2001

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation  
Innovative Tanning Products, Inc.

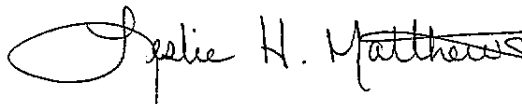
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Innovative Tanning Products, Inc. together with a check in the amount of \$78.75 for the filing fee, designation of Registered Agent, and for a certified copy of the Articles of Incorporation. Also enclosed is a self-addressed, postage-paid envelope for your convenience.

Thank you for your attention to this matter.

Sincerely,



Leslie H. Matthews, CLA  
Paralegal

FILED  
2001 AUG -2 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

/lm

Enclosures

8/7/01

**ARTICLES OF INCORPORATION**

**OF**

**INNOVATIVE TANNING PRODUCTS, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**  
**Corporate Name**

The name of this corporation is Innovative Tanning Products, Inc.

**ARTICLE II**  
**Principal Office**

The principal place of business and mailing address of this corporation are 2915 Bayshore Pointe Drive, Tampa, Florida 33611.

**ARTICLE III**  
**Capital Stock**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000, all of which are to be common shares in one class only, each having a par value of \$.01 per share.

**ARTICLE IV**  
**Initial Registered Agent and Address**

The name and address of the initial registered agent are James S. Ganther, 101 E. Kennedy Blvd., Suite 1030, Tampa, Florida 33602.

**ARTICLE V**  
**Purpose**

The purpose for which the corporation is organized is to engage in any legal business.

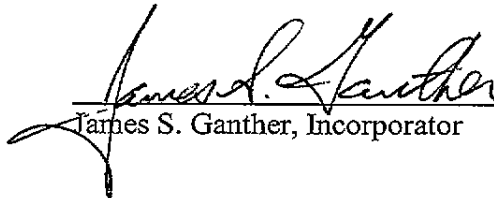
**ARTICLE VI  
Management**

The business of the corporation shall be managed by a board of directors elected by the shareholders in accordance with the Bylaws of the corporation.

**ARTICLE VII  
Incorporator**

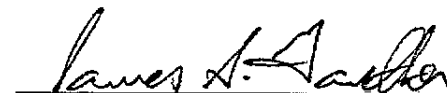
The name and street address of the incorporator of these Articles of Incorporation are James S. Ganther, 101 E. Kennedy Blvd., Suite 1030, Tampa, Florida 33602.

The undersigned has executed these Articles of Incorporation on July 31, 2001.

  
James S. Ganther, Incorporator

**Acceptance by Registered Agent**

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent, this 31st day of July, 2001.

  
James S. Ganther  
Registered Agent

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TALLAHASSEE FLORIDA