EFTER.

USINESS & TAX SERVICE, INC.

CCURATE
CCOUNTING & TAX, INC.



P01000100326

April 10, 2002

500005272615--0 -04/15/02-01063-006 *****35.00 *****35.00

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Enclosed are Amendments to the Articles of Incorporation of UV-POWER, INC., henceforth known as INDOOR TANNING MARKETING, INC.

Any questions can be referred to me between the hours of 11:00 A.M. and 5:00 P.M., Monday through Friday.

Sincerely,

Helen Watson President

HW/jaa

Enclosed

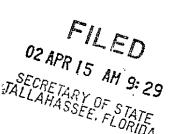
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SECRETARY OF STATE.

NC

T BROWN APR 1 7 2002

600 Goodlette Road North, Suite 104 • Naples, Florida 34102 PHONE: (941) 263-0829 • FAX: (941) 263-6780 • TOLL FREE: 1-800-786-0829

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



| UV-POWER, INC. | | | | |
|--------------------|-----------------------------------------------|---|-----|---------------|
| | <u>, , , , , , , , , , , , , , , , , , , </u> | · | · , | - |
| | <u> </u> | | | - |
| (present name) | | | | |

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 1: (amendment) The name of the corporation is: INDOOR TANNING MARKETING, INC.

*The above amendment shall be effective as of April 10, 2002

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

All issued stock in the name of UV-POWER, INC., shall be reissued under the name of INDOOR TANNING MARKETING, INC.

| THIRD: 7 | The date of each amendment's adoption: April 10, 2002 | | |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| FOURTH: | Adoption of Amendment(s) (CHECK ONE) | | |
| . D3 | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. | | |
| ۵ | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): | | |
| | "The number of votes cast for the amendment(s) was/were sufficient for approval by | | |
| | | | |
| | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. | | |
| | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | | |
| Signature _ | gned this 10th day of April 2002 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) | | |
| | OR | | |
| | (By a director if adopted by the directors) | | |
| | OR · | | |
| | (By an incorporator if adopted by the incorporators) | | |
| | Richard Lueneburg Typed or printed name | | |
| | President | | |
| | Title | | |