

P01000121069

To: Secretary of State

From: Carolyn A. Gold

FILED
DEC 21 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please find the enclosed 2 copies of the Articles of Incorporation for
Wellington, Inc. Mail certified copy of the articles to:

Carolyn A. Gold, CPA
504 Royal Palm Beach Blvd.
Royal Palm Beach, FL 33411

500004735875--4
-12/21/01--01042--004
*****78.75 *****78.75

12-26-01
WC

Page 1

**ARTICLES OF INCORPORATION
OF**

WellingTan, Inc.

FILED
01 DEC 21 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE 1-NAME

The name of this corporation is WellingTan, Inc.

ARTICLE 2- DURATION

This corporation shall have perpetual existence.

ARTICLE 3- PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or of the State, more specifically set out as follows:

1. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with an auxiliary foregoing business.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE 4- CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of "no par value" common stock, which shall be designated "Common Voting Stock".

ARTICLE 5- PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as that which he already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 6- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 14757 Stirrup Lane, Wellington, FL 33414, and the name of the initial registered agent is David D. Thorpe. The principal place of business is 14757 Stirrup Lane, Wellington FL 33414.

ARTICLE 7- INITIAL BOARD OF DIRECTORS

This corporation shall have (1) Director on the initial Board of Directors. The name & address of the Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
David D. Thorpe	14757 Stirrup Lane Wellington, FL 33414

ARTICLE 8- INCORPORATORS

The name and address of the person signing these Articles of Incorporation is David D. Thorpe of 14757 Stirrup Lane, Wellington, FL 33414.

ARTICLE 9- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, and the Shareholders.

ARTICLE 10- INDEMNIFICATION

This corporation shall indemnify an officer or director or a former officer or director or a former officer or director to the fullest extent permitted by law.

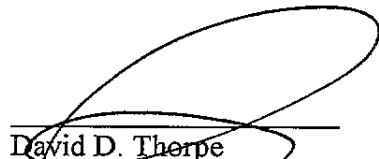
ARTICLE 11- POWERS

This corporation shall have all the powers enumerated in the Florida General Corporation Act.

ARTICLE 12- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders in subject to this reservation.

In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of December 2001.



David D. Therpe
14757 Stirrup Lane
Wellington, FL 33414

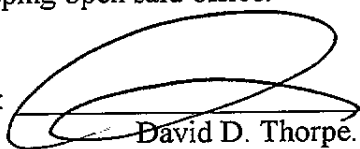
Page 5

ACCEPTANCE BY REGISTERED AGENT
Wellington, Inc.

FILED
01 DEC 21 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above state corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By:


David D. Thorpe.