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FLORIDA PROFIT CORPORATION OR P.A.

OCEAN TANNING INC

Certificate of Status	0
Certified Copy	1
Page Count	(02)
Estimated Charge	\$78,75

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4/1/2002

FAX AUDIT # 4020000699 668

ARTICLES OF INCORPORATION

In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be: OCEAN TANNING INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 313 10th Avenue North, Jacksonville Beach, Florida 32250.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Retail Sales and Services, Tanning Salon.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is \$0.01.

ARTICLE V OFFICERS/DIRECTORS

The initial director of the corporation is:

Guy Middlebrooks, 313 10th Avenue North, Jacksonville Beach, Florida 32250

ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the registered agent is: Guy Middlebrooks, 313 10th Avenue North, Jacksonville Beach, Florida 32250. Located in the County of Duval.

ARTICLE VII INCORPORATOR

FAX AUDIT # 102000699668

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, Business Filings Incorporated, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.

I hereby accept the appointment as registered agent and agree to act in this capacity.			
Signature: Guy Middlebrooks	Date 4/1/02	SECRETA SALLAHA	,
Signature: Richard Oster, Incorporator	Date 4/1/02	-2 PH 2: SSEE FLO	
The document was prepared by: Business Filings Incorporated, Suite 200, Madison, WI 53717 608-827-5300	, Richard Oster, 8025 Excel		