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March 29, 2002

State of Florida Dept. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/03/02--01033--025
*****78.75 *****78.75

Re: Safari Tan, Inc.

To Whom it May Concern:

Enclosed please find my client's articles of incorporation and filing fee of \$78.75. Please return a certified copy of the articles, using the enclosed envelope. Thank You.

FILED
02 APR -3 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

John A. Smitten
John A. Smitten, Esq.

Enc/jas

DB 4/10 ✓

ARTICLES OF INCORPORATION
OF
SAFARI TAN, INC.

FILED
02 APR -3 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SAFARI TAN, INC.

The principal place of business of this corporation shall be 39034 U.S. Hwy 19 North, Tarpon Springs, Florida 34689.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 39034 U.S. Hwy 19 North, Tarpon Springs, Florida 34689 and the name of the initial registered agent of the corporation at that address is Jacqueline Silvani.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial Board of Directors shall be one, and the names and addresses of the persons who are to serve as members are as follows:

(1) Jacqueline Silvani

39034 U.S. Hwy 19 North, Tarpon Springs,
Florida 34689

ARTICLE VIII. INCORPORATORS

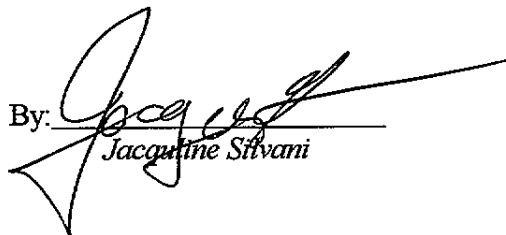
The name and street address of the incorporators to these Articles of Incorporation are:

(1) Jacqueline Silvani

39034 U.S. Hwy 19 North, Tarpon Springs,
Florida 34689

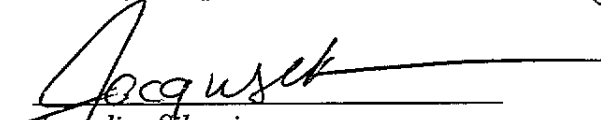
IN WITNESS WHEREOF, we, the undersigned incorporators and authorized agents of **SAFARI TAN, INC.**, hereunto set our hand and seal on this 29th day of March, 2002.

By: _____


Jacqueline Silvani


DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

The initial Registered Agent is Jacqueline Silvani, 39034 U.S. Hwy 19 North, Tarpon Springs, Florida 34689. By her signature below, she hereby accepts.


Jacqueline Silvani

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me on 3/29/02 by
Jacqueline Silvani, who is personally known to me or produced FBI as
identification.


Signature and Seal of Notary Public

