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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUN 10 AM 7:39

June 6, 2002

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

000005727930--9  
-06/10/02--01029--006  
\*\*\*\*157.50 \*\*\*\*\*78.75

Subj: Incorporation of SOLARA TANNING SALON, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901, (321) 729-6399.

Thank you for your assistance in this matter.

Sincerely,

  
Diana Moller

6-11/5  
JHR

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ARTICLES OF INCORPORATION  
OF  
SOLARA TANNING SALON, INC.

ARTICLE I. NAME

The name of this corporation is  
SOLARA TANNING SALON, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of  
\$1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Palm Crossing, 145 Palm Bay Rd., Suite 106, W. Melbourne, Florida 32904, and the name of the initial registered agent of this corporation at that address is DIANA MOLLER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

DIANA MOLLER  
465 Denmark St SW  
Palm Bay FL 32908

DENNIS SCHOFIELD  
465 Denmark St SW  
Palm Bay FL 32908

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at Palm Crossing, 145 Palm Bay Rd., Suite 106, W. Melbourne, Florida 32904, and the mailing address of the corporation is 465 Denmark St SW, Palm Bay, FL 32908.

ARTICLE IX. INCORPORATOR


The name and address of the person signing these articles are:

DIANA MOLLER  
465 Denmark ST SW  
Palm Bay FL 32908

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 6th day of June, 2002.

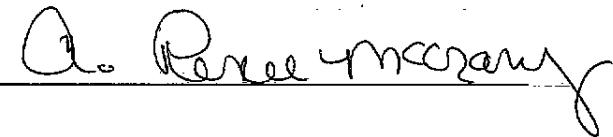
  
DIANA MOLLER

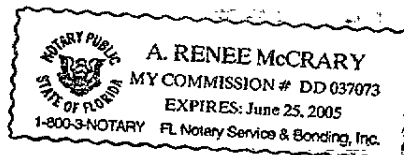
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Diana Moller, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of June, 2002.

FL/DL





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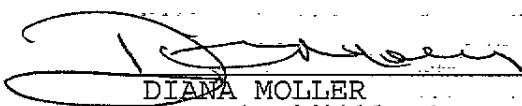
DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That SOLARA TANNING SALON, INC, desiring to organize  
under the laws of the State of Florida, with its principal  
office at Palm Crossing, 145 Palm Bay Rd., Suite 106, W.  
Melbourne, Florida 32904, has named DIANA MOLLER, located at  
Palm Crossing, 145 Palm Bay Rd., Suite 106, W. Melbourne,  
Florida 32904, as its agent to accept service of process  
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
DIANA MOLLER  
Registered Agent