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*****78.75 *****78.75

July 2, 2002

State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
02 JUL -8 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Tropical Tanning Zone, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Certificate Designating Registered Agent. Please file the original in your offices and certify and return to us a certified copy.

I am enclosing a check in the amount of \$78.75, which covers the filing fees, certified copy fees and the registered agent designation fees. Thank you for your cooperation in this matter.

Sincerely,



Tiffany N. Gonsalves

Enc.

Jc 7/10

**ARTICLES OF INCORPORATION
OF
TROPICAL TANNING ZONE, INC.**

ARTICLE I - NAME

The name of this corporation is Tropical Tanning Zone, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (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 principal place of business of this corporation is 163 S.E. Osprey Ridge, Port St. Lucie, FL 34984, and the name of the initial registered agent of this corporation is Rickey L. Farrell, Esquire, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than two Directors nor more than five. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

Christine Cowdell
163 S.E. Osprey Ridge
Port St. Lucie, FL 34984

Willis Cowdell
163 S.E. Osprey Ridge
Port St. Lucie, FL 34984

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TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these articles are:

Christine Cowdell
163 S.E. Osprey Ridge
Port St. Lucie, FL 34984

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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 Incorporator has executed these Articles of Incorporation on the 28 day of June, 2002.



CHRISTINE COWDELL
Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Christine Cowdell, who has produced n/a as identification or who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 28 day of June, 2002.

(SEAL)


Notary Public State of Florida at Large
Printed Signature: TIFFANY N. GONSAVES
My Commission No:
My Commission Expires:



Tiffany N. Gonsalves
MY COMMISSION # CC385674 EXPIRES
November 7, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

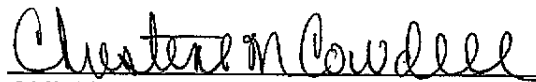
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

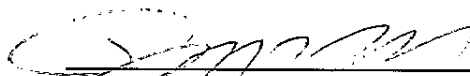
FIRST that **TROPICAL TANNING ZONE, INC.**, is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 163 S.E. Osprey Ridge, Port St. Lucie, Florida 34984, and has named Rickey L. Farrell, Esquire, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952 as its agent to accept service of process within Florida.

Dated: 6-28-02



CHRISTINE COWDELL
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



RICKEY L. FARRELL
Registered Agent