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**FLORIDA PROFIT CORPORATION OR P.A.**

**sunless tanning express, inc.**

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**ARTICLES OF INCORPORATION  
OF  
SUNLESS TANNING EXPRESS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopted the following Articles of Incorporation:

**Article One - Name**

The name of the corporation is **SUNLESS TANNING EXPRESS, INC.**

**Article Two - Nature of Business and Powers**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**Article Three - Term of Existence**

The corporation shall have perpetual existence commencing upon the filing of these articles.

**Article Four - Capital Stock**

This corporation is authorized to issue a maximum of One Thousand (1000) shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

**Article Five - Preferences, Limitations  
and Relative Rights of Shares of  
Capital Stock**

**Section 1. Dividends:**

The holders of record of "Common Shares", if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

**Section 2. Rights upon Liquidation or Dissolution:**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

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**Section 3. Voting Rights:**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding "Common Shares".

**Article Six - 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/she already holds, shall have the right to purchase his/her pro rata share thereof, at the price at which it is offered to others.

**Article Seven - Initial Registered Agent and Registered Office**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Nicholas DeSola  
8535 NW 1<sup>st</sup> Street  
Coral Springs, FL 33071  
Registered Agent

**Article Eight - Principal Place of Business**

The initial principal place of business for SUNLESS TANNING EXPRESS, INC. shall be: 8535 NW 1<sup>st</sup> Street, Coral Springs, FL 33071

**Article Nine - Initial Board of Directors**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but never be less than One (1).

**Article Ten - Initial Directors**

The name of the Initial Directors of this corporation and the street address:

Nicholas DeSola  
8535 NW 1<sup>st</sup> Street  
Coral Springs, FL 33071  
President

Michael R. Pothetos  
8535 NW 1<sup>st</sup> Street  
Coral Springs, FL 33071  
Vice-President and Treasurer

The person(s) named as initial Director(s) shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified whichever occurs first.

**Article Eleven - Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority (51%) of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**Article Twelve - Action without a meeting**

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting.

**Article Thirteen - Incorporation by Reference**

Any and all conditions, terms, limitations, promises and covenants that appear in a pre-incorporation agreement for SUNLESS TANNING EXPRESS, INC. shall be adopted by, and binding the corporation upon the filing of Articles of Incorporation with Secretary of State.

**Article Fourteen - Incorporator**

The name and address of the person signing these Articles of Incorporation is:

Nicholas DeSola  
8535 NW 1<sup>st</sup> Street  
Coral Springs, FL 33071

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Article of Incorporation on this 13 day of November, 2002.

  
\_\_\_\_\_  
Incorporator - Nicholas DeSola

**Article Fifteen - Special Provisions**

It is the intent of the Incorporator that the corporation will qualify under 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an "S"


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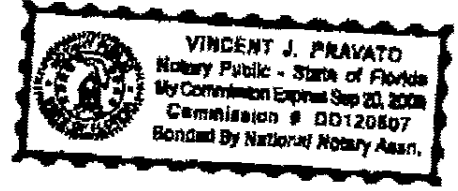
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Corporation.

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared Nicholas DeSola to me known to be the person described as Incorporator and has produced as identification F20L and who executed the foregoing Articles of Incorporation, and acknowledged before that he/she subscribed to these Articles of Incorporation on this 13 day of November, 2002.

  
\_\_\_\_\_  
Notary Public



My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMES AGENTS UPON WHOM PROCESS MAY BE SERVICED**

Pursuant to Chapter 48, Florida Statute § 48.091, the following is submitted, in compliance with said Act: First, that **SUNLESS TANNING EXPRESS, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Broward, State of Florida has named **Nicholas DeSola**, City of Coral Springs, County of Broward, State of Florida, as its registered agent to accept service of process within the State.

  
\_\_\_\_\_  
Nicholas DeSola

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
Registered Agent

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