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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Barbara's Personal Services, Inc.
SUITE 2A
152 8th AVENUE SW
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505

FACSIMILE 585-9184

November 21, 2002

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

TRANSMITTAL LETTER

SUBJECT: TANNING 'N' SMOOTHIES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, SW, Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,

Barbara S. Hicks

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

TANNING 'N' SMOOTHIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1875 E. Bay Drive
Largo, FL 33771**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares.

The shares will be issued in accordance with Code section 1244 of the Internal Revenue Code.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Michael L. Thornhill
1875 E. Bay Drive
Largo, FL 33771
727/ 692-0408**

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TALLAHASSEE, FLORIDA

ARTICLE V

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

MICHAEL L. THORNHILL
Director

1875 E. Bay Drive
Largo, FL 33771

The undersigned incorporators have executed these Articles of Incorporation this 19
day of November, 2002.



MICHAEL L. THORNHILL
Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TANNING 'N' SMOOTHIES, INC.
2. The name and address of the registered agent and office is:

MICHAEL L. THORNHILL
1875 E. BAY DRIVE
LARGO, FL 33771
727/ 692-0408

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



MICHAEL L. THORNHILL

This 19th day of November, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA