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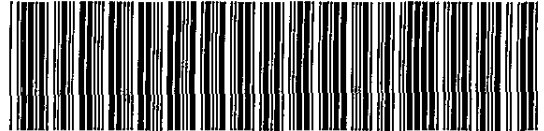
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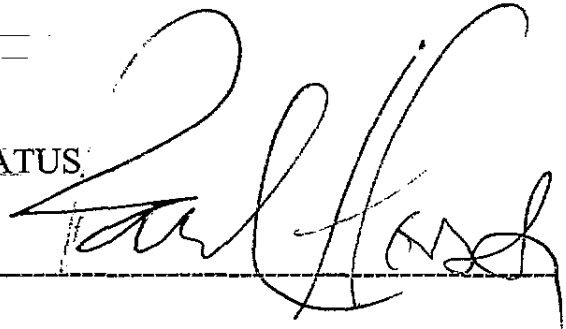
DATE: 12-04-02

NAME: GOLDEN TANS I, INC.

TYPE OF FILING: ARTICLES OF INCORPORATION

COST:

RETURN: CERTIFIED COPY/CERTIF. OF STATUS

A handwritten signature in black ink, appearing to read "Paul Hodge", is written over a horizontal dashed line.

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

ARTICLES OF INCORPORATION
OF
GOLDEN TANS I, INC.

FILED BY:

HISCOCK BARCLAY SAPERSTON & DAY
Attorneys and Counselors at Law
DON H. TWIETMEYER, ESQ., Of Counsel
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Rochester, New York 14604
Telephone: (585) 325-7570

**ARTICLES OF INCORPORATION
OF
GOLDEN TANS I, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **GOLDEN TANS I, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be located in the County of Sarasota, State of Florida, and its mailing address shall be: 6384 North Lockwood Ridge Road, Sarasota, Florida 34243.

ARTICLE III

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

A. To conduct the business of operating a tanning salon within the State of Florida.

B. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

C. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

SHARES

The aggregate number of shares of common stock which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Cent (\$.01) per share.

ARTICLE V

INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

KIM M. STEPHENS
6902 Chickasaw Bayou Road
Bradenton, Florida 34203

DANIEL B. WALSH
4908 Thames Lane
Sarasota, Florida 34298

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered office of the corporation is: KIM M. STEPHENS, 6902 Chickasaw Bayou Road, Bradenton, Florida 34203.

ARTICLE VII

INCORPORATORS

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

KIM M. STEPHENS
6902 Chickasaw Bayou Road
Bradenton, Florida 34203

DANIEL B. WALSH
4908 Thames Lane
Sarasota, Florida 34298

ARTICLE VIII

SHAREHOLDERS MEETINGS

1. Notwithstanding the provisions of Florida Statutes Section 607.0702(1)(b), special meetings of shareholders may be called by the shareholders of not less than forty percent (40%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting; in accordance with the provisions of such section.

2. Notwithstanding the provisions of Florida Statutes Section 607.0725, forty percent (40%) of the votes entitled to be cast on any matter before the shareholders constitutes a quorum for action on that matter.

3. Notwithstanding the provisions of Florida Statutes Section 607.0725, if a quorum is present, a majority vote of all shares represented at any meeting of shareholders and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX

ACTION BY SHAREHOLDERS WITHOUT A MEETING

Notwithstanding the provisions of Florida Statutes Section 607.0704, shareholders shall not be entitled to take any action without a meeting that involves dissolution of the corporation under Florida Statutes Section 607.1402(6), or amendment of these Articles of Incorporation under Florida Statutes Section 607.1003(6).

ARTICLE X

DIRECTORS MEETINGS

Notwithstanding the provisions of Florida Statutes Section 607.0820(3), meetings of the board of directors may be called by any director or by any officer of the corporation.

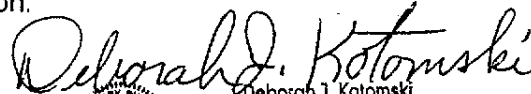

29th The undersigned incorporators have executed these Articles of Incorporation this day of November, 2002.


KIM M. STEPHENS


DANIEL B. WALSH

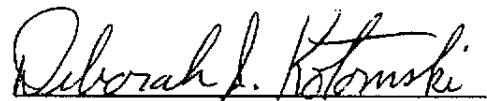

STATE OF FLORIDA}
COUNTY OF Manatee } ss.:

The foregoing instrument was acknowledged before me this 29th day of November, 2002, by **KIM M. STEPHENS**, who is personally known to me or who has produced _____ as identification.


Deborah J. Kotomski
 MY COMMISSION # DD017927 EXPIRES
June 9, 2005
BONDED THRU TROY FAIR INSURANCE, INC

STATE OF FLORIDA}
COUNTY OF Manatee } ss.:

The foregoing instrument was acknowledged before me this 29th day of November, 2002, by **DANIEL B. WALSH**, who is personally known to me or who has produced _____ as identification.


Deborah J. Kotomski
Notary Public
 MY COMMISSION # DD017927 EXPIRES
June 9, 2005
BONDED THRU TROY FAIR INSURANCE, INC

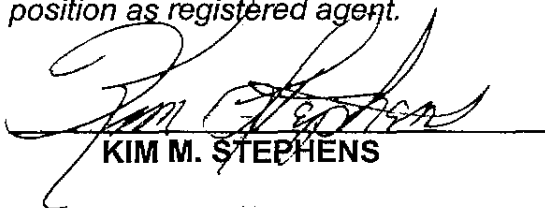
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: **GOLDEN TANS I, INC.**
2. The name and address of the registered agent and office is:

KIM M. STEPHENS
6902 Chickasaw Bayou Road
Bradenton, Florida 34203

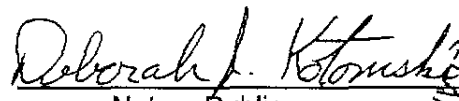
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating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


KIM M. STEPHENS

11/29/02
DATE

STATE OF FLORIDA}
COUNTY OF Manatee } ss.:

The foregoing instrument was acknowledged before me this 29th day of November, 2002, by **KIM M. STEPHENS**, who is personally known to me or who has produced _____ as identification.


Notary Public
Deborah J. Kotowski
MY COMMISSION # DD017927 EXPIRES
June 9, 2005
BONDED THRU TROY FAIN INSURANCE, INC.



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