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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CUSTOM AIRBRUSH TANNING, INC.

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CLERK OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CUSTOM AIRBRUSH TANNING, INC.**

**Article I
Name**

The name of the corporation is Custom Airbrush Tanning, Inc.

**Article II
Duration**

The corporation shall have perpetual existence.

**Article III
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV
Address**

The principal place of business of the corporation shall be:

2569 N.W. 59th Street
Boca Raton, Florida 33496

**Article V
Capital Stock**

The corporation is authorized to issue 1,000 shares of common stock, \$.001 par value per share

**Article VI
Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is 2101 N.W. Boca Raton Blvd, Suite 1, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that address is Gayle Coleman.

Gayle Coleman, Esq.
Florida Bar No. 0857327
Rader and Coleman, Attorneys at Law
2101 N.W. Boca Raton Blvd, Suite 1
Boca Raton, FL 33431

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Article VII
Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

Kathy Frank
2569 N.W. 59 Street
Boca Raton, Florida 33496

Article VIII
Incorporator

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

Gayle Coleman, Esq.
Rader and Coleman
2101 N.W. Boca Raton Blvd, Suite 1
Boca Raton, Florida 33431

Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal

Gayle Coleman, Esq.
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and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this November 7, 2002.


Gayle Coleman, Esq., Incorporator

Gayle Coleman, Esq.
Florida Bar No. 0857327
Rader and Coleman, Attorneys at Law
2101 N.W. Boca Raton Blvd, Suite 1
Boca Raton, FL 33431

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.



Gayle Coleman, Esq.

Registered Agent

Dated: November 7, 2002

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STATE OF FLORIDA
TALLAHASSEE

Gayle Coleman, Esq.
Florida Bar No. 0857327
Kader and Coleman, Attorneys at Law
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