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SECRETARY OF STATE
TALL AHASSEE FI COME.

1.220

Tips N Tans, Inc. 4207 US Hwy 1 South St. Augustine, FL 32086

January 10, 2003

State of Florida Divisions of Corporations PO 6327 Tallahassee, FL 32314

Enclosed herewith are the following for incorporation.

Articles of Incorporation, Including selection of registered agent.

Filing fees in the amount of: \$35.00 registration

\$35.00 Registered Agent Designation

\$ 8.75 Certified Copy

ARTICLES OF INCORPORATION

FILED

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SCRETARY OF STATE
TALLAHASSEE, FLORIDA

QΕ

TIPS N TANS, INC.

THE UNDERSIGNED, C. RUSSELL DOERR JR., hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE 1

The name of this Corporation is Tips N Tans, Inc.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (\$.10) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this state are: 4207 US Hwy 1 South, St. Augustine, FL 32086, and the name of the initial registered agent of this Corporation at the registered address is: C. Russell Doerr, Jr.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than FOUR.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

NAME	TITLE	ADDRESS
C. RUSSELL DOERR, JR.	President	765 Bahia Drive
		St. Augustine, FL 32086
JILL M. DOERR	Vice President	765 Bahia Drive
		St. Augustine, FL 32086

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER	ADDRESS
C. RUSSELL DOERR, JR.	765 Bahla Drive
	St. Augustine, FL 32086

ARTICLE XI

The power to adopt, amend, after or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and
seals this a day of farmon, 2003.
C. Pensell Voer W
C. RUSSELL DOERR, JR.
STATE OF FLORIDA
COUNTY OF ST. JOHNS
THE FOREGOING INSTRUMENT was acknowledged before me this day
of January, 2003, by C. RUSSELL DOERR, JR, who is personally known to
me or who produced fersenally knows
as identification, and who did/did not take an oath.
Coi
Notary Public Notary Public
Printed Name of Notary: SAILY CEPIN
Commission Expires: Commission # D00118621 Expires 6/15/2008 Bonded through (800-1524-254) Florida Notary Asen., Inc.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT TIPS N TANS, INC. DESIRING TO ORGANIZE OR QAUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S, STATE OF FLORIDA, HAS NAMED C. RUSSELL DOERR, JR., LOCATED AT 4207 US HWY 1 SOUTH, OF THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

C. RUSSELL DOERR, JR.

Signature: C. Lessell Love (Corporate Officer)

Title: President

Date: 1-2-03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: C. Russell Doey / Resident Agent - C. Russell Doerr, JR.

Date: 1-2-03