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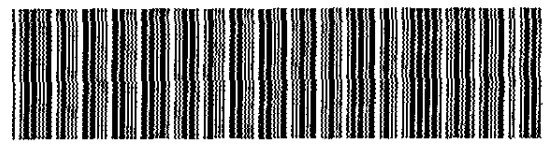
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2003 MAY -9 AM 10:14
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

5/19/03

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Thursday, May 8, 2003

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Patricia D. Blume, Paralegal
Email: pdblawoffice@aol.com

Via UPS Overnight #1ZF255992210002080

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**RE: The Bronze Oasis Tanning Salon, Inc.
Articles of Incorporation & Designation of Registered Agent
RSB File No.: 118-03**

Dear Secretary of State:

Enclosed please find the following documents to be filed regarding the above-referenced matter:

1. Articles of Incorporation;
2. Certificate of Designation of Registered Agent / Registered Office;
3. Our firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars representing the Seventy and 00/100 (\$70.00) Dollars for the filing fee and the Eight and 75/100 (\$8.75) Dollars certified copy fee; and
4. A self-addressed stamped envelope for the return of the filed documents.

Once filed, mail the original in the enclosed self-addressed stamped envelope.

Thank you for your cooperation in this matter. If you have any questions regarding the foregoing, please contact me.

Very truly yours,



Richard S. Bergholtz, P.A.

RSB/lwc

Enclosures

cc: The Bronze Oasis Tanning Salon, Inc.

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ARTICLES OF INCORPORATION

FILED

OF

2003 MAY -9 AM 10:14

THE BRONZE OASIS TANNING SALON, INC. TALLAHASSEE FLORIDA

The undersigned, acting as incorporator pursuant to Chapter 607 of the Florida Statutes,
adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is: THE BRONZE OASIS TANNING SALON, INC.

ARTICLE II.

Date of Incorporation

The existence of the corporation shall begin on: May 9, 2003.

ARTICLE III.

Address

The street address of the principal office of the Corporation is:

THE BRONZE OASIS TANNING SALON, INC.
2530 Barren Oak Court
Deland, Florida 32720

ARTICLE IV.

Shares

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V.
Registered Agent / Address

The initial street address of the Corporation's registered office is Richard S. Bergholtz, P.A., 411 North Donnelly Street, Suite 207, Mount Dora, Florida 32757. The initial registered agent for the Corporation at that address is Richard S. Bergholtz, Esquire.

ARTICLE VI.
Director / Address

The initial board of directors shall consist of two (2) members. The name and address of the persons who will serve on the initial board of directors are:

Christine Stevenson
2530 Barren Oak Court
Deland, Florida 32720

Kimberly M. Stevenson
2530 Barren Oak Court
Deland, Florida 32720

ARTICLE VII.
Name Signing Articles / Address

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

Richard S. Bergholtz, P.A.
411 North Donnelly Street, Suite 207
Mount Dora, Florida 32756-1789

ARTICLE VIII.
Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of May, 2003.


Richard S. Bergholtz, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT'S THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE BRONZE OASIS TANNING SALON, INC.
2. The name and address of the registered agent and office is:

Richard S. Bergholtz, P.A.
(Name)

411 North Donnelly Street, Suite 207
(P.O. Box not acceptable)

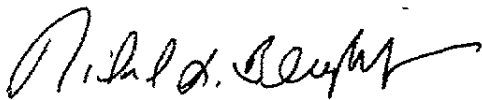
Mount Dora, Florida 32757
(City/State/Zip)

CLERK OF STATE
TALLAHASSEE, FLORIDA

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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 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.



(Signature)

5/8/03

(Date)