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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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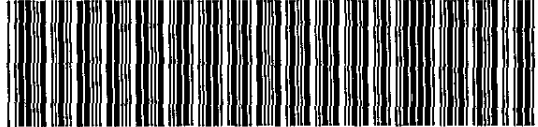
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

✓

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**LAW OFFICES OF JUSTIN G. JOSEPH, P.A.**  
**ATTORNEYS AT LAW**

*Justin C. Joseph*  
*Christopher S. Kuhn*  
*Michael J. Brannigan*  
*Kelley R. Schaeffer*

**1266 S. Pinellas Avenue**  
**Tarpon Springs, FL 34689**  
**Tel: 727-938-2227**  
**Fax: 727-938-8447**

July 30, 2003

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: The Hot Spot Tanning Company

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for The Hot Spot Tanning Company.

Additionally, I am enclosing our firm check in the amount of \$70.00 to cover the following itemized expenses:

Filing Fees	\$ 35.00
Registered Agent	
Designation	<u>\$ 35.00</u>
<b>TOTAL</b>	<b>\$ 70.00</b>

Thank you for your assistance in this matter.

Very truly yours,

Lauren E. Hartman

LEH  
Enclosure(s)



ARTICLES OF INCORPORATION

OF

THE HOT SPOT TANNING COMPANY

FILED  
03 AUG -4 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned ROBERT G. PAOLINI, II, does hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be THE HOT SPOT TANNING COMPANY.

ARTICLE II

NATURE OF BUSINESS

The corporation is organized for the purpose of operating a tanning salon and any other legal purposes, with its principal place of business at 1638 Spottswood Circle, Palm Harbor, Florida, 34683, and mailing address shall be the same.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Hundred (100) shares of common stock with par value of One Dollar (\$1.00).

The initial shareholder and amount of shares owned is as follows:

Fifty-One Percent (51%) of common stock to ROBERT G. PAOLINI, II; and Forty-Nine Percent (49%) of common stock to STEPHEN KAPLAN.

The 100 shares held by the initial stockholder as listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.



ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 1638 Spottswood Circle, Palm Harbor, Florida 34683, and the name of the initial registered agent of this corporation at that address is ROBERT G. PAOLINI, II.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

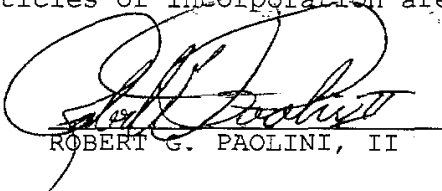
OFFICERS OF THE CORPORATION

The officer of the corporation shall be ROBERT G. PAOLINI, II.

ARTICLE VIII

INCORPORATORS

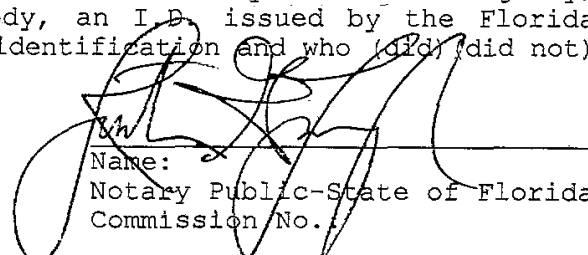
The name and address of the initial incorporator to these Articles of Incorporation are:

  
ROBERT G. PAOLINI, II

1638 Spottswood Circle  
Palm Harbor, FL 34683

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 28 day of JULY, 2003, ROBERT G. PAOLINI, II, who is personally known to me or who has produced ( ) a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; ( ) a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; ( ) a U.S. Military I.D.; ( ) a Canadian or Mexican Driver's License issued by an official agency; ( ) for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did) (did not) take an oath.

  
Name: \_\_\_\_\_  
Notary Public-State of Florida  
Commission No. \_\_\_\_\_



Justin G. Joseph  
MY COMMISSION # CC994937 EXPIRES  
February 9, 2005  
BONDED THRU TROY FAIR INSURANCE, 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 Statutes, the  
following is submitted:

THE HOT SPOT TANNING COMPANY, desiring to organize or qualify  
under the laws of the State of Florida, with its principal place of  
business at the City of Palm Harbor, State of Florida, has named  
ROBERT G. PAOLINI, II, located at 1638 Spottswood Circle, Palm  
Harbor, Florida 34683, as its agent to accept service of process  
within Florida.

SIGNATURE: 

TITLE: INCORPORATOR

DATE: 7-28-03

Having been named to accept service of process for the above-  
stated corporation, at the place designated in this certificate, I  
hereby accept 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.

  
ROBERT G. PAOLINI, II

Date 7-28-03