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(Requestor's Name)

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(City/State/Zip/Phone #)

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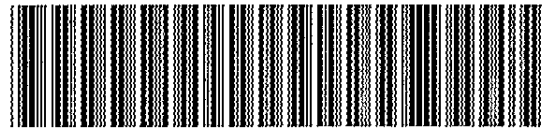
(Business Entity Name)

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FILED
03 AUG 25 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 20, 2003

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of MODERN IMAGE TANNING SALON, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-8399

Thank you for your assistance in this matter.

Sincerely,


Dennis Schofield

ARTICLES OF INCORPORATION
OF
MODERN IMAGE TANNING SALON, INC.

ARTICLE I. NAME

The name of this corporation is
MODERN IMAGE TANNING SALON, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 565 Bernardo Avenue, NE, Palm Bay, Florida 32907, and the name of the initial registered agent of this corporation at that address is DENNIS SCHOFIELD.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

AIDA SEVILLA	DENNIS SCHOFIELD
2114 Black Mangrove Drive	565 Bernardo Ave., NE
Orlando FL 32828	Palm Bay FL 32907

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at Church Street Station Exchange Building, Church Street, Orlando, Florida 32801, and the mailing address of the corporation is 2114 Black Mangrove Dr., Orlando, Florida, 32801

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

DENNIS SCHOFIELD
565 Bernardo Ave., NE
Palm Bay FL 32907

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 20th day of August, 2003.



DENNIS SCHOFIELD

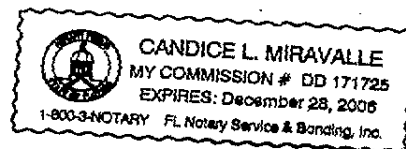
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DENNIS SCHOFIELD known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20th day of August, 2003

F206

Notary Public



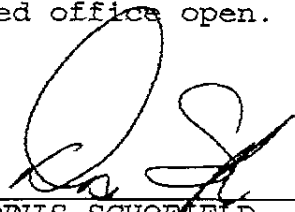
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That MODERN IMAGE TANNING SALON, INC., desiring to
organize under Statutes of the State of Florida, with its
principal office at Church Street Station Exchange Building,
Church Street, Orlando, Florida, 32801, has named DENNIS
SCHOFIELD located at 565 Bernardo Ave., NE, Palm Bay,
Florida, 32907, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


DENNIS SCHOFIELD
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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