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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Ultimate Spray Tan Inc.

Certificate of Status	1
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09-30-03

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Ultimate Spray Tan Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Ultimate Spray Tan Inc.

3759 Coventry Lane
Boca Raton, FL 33496

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Roy Glassberg
123 N.W. 13th Street, Suite 312
Boca Raton, FL 33496**

Prepared By:
**Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940**

ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

**Barbara Sacks - President
3759 Coventry Lane
Boca Raton, FL 33496**

ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**Barbara Sacks
3759 Coventry Lane
Boca Raton, FL 33496**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

24th day of September 2003.



Barbara Sacks - Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Ultimate Spray Tan Inc.

2. The name and address of the registered agent and office is:

Roy Glassberg

Name

123 N.W. 13th Street, Suite 312


(P.O. Box or Mail Drop Box NOT Acceptable)

Boca Raton, FL 33496

(City / State / Zip)

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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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Roy Glassberg
SIGNATURE

September 24, 2003

(Date)