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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

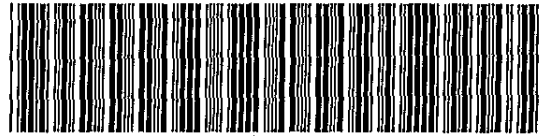
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**D & D Accounting Services, Inc.**

**11530 Lastchance Road  
Clermont, FL 34711**

**352/394-2260  
Fax - 352/394-8827**

**Dortha L. Reid, President**

October 8, 2003

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

Re: High Performance Tanning, Inc.

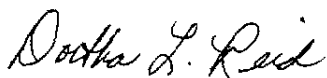
Dear Sir:

Enclosed are the Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50.

Kindly process the articles and return a copy to me at your earliest convenience.

Thank you for your prompt attention.

Sincerely,



Dortha L. Reid

DLR/ms  
Enc.

ARTICLES OF INCORPORATION OF  
HIGH PERFORMANCE TANNING, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article I

The name of this corporation is High Performance Tanning, Inc. The principal office and mailing address of the corporation are: 8655 Crestgate Circle, Orlando, Florida 32819.

Article II

The duration of the corporation is perpetual.

Article III

The general purpose of the corporation is to engage in and to transact all business which is lawful under the laws of the United States of America and the State of Florida.

Article IV

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. All such shares shall be of a single common class. Each share shall have a par value of one dollar (\$1.00).

Article V

The street address of the initial registered office of this corporation is 8655 Crestgate Circle, Orlando, Florida 32819 and the name of its initial registered agent at that address is Joanna M. Jones.

Article VI

The number of directors constituting the initial board of directors of the corporation is one. The number of directors may be increased or decreased from time to time in accordance with the corporation's bylaws but shall never be less than one. The name and address of the initial director is Joanna M. Jones, 8655 Crestgate Circle, Orlando, Florida 32819.

Article VII

The name and address of the incorporator is Joanna M. Jones, 8655 Crestgate Circle, Orlando, Florida 32819.

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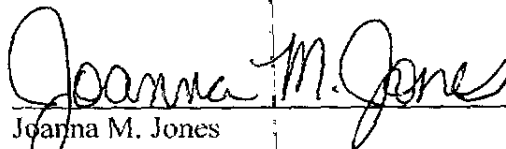
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article VIII

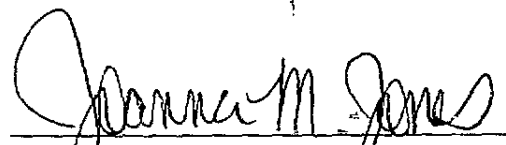
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 8<sup>th</sup> day of October, 2003.

  
Joanna M. Jones

Acceptance of Designation  
Registered Agent/Registered Office

I, the undersigned person, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this statement, 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.

  
Joanna M. Jones

Dated: October 8, 2003