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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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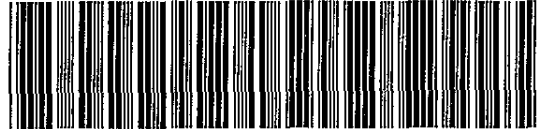
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.

323 Northeast 6th Avenue  
P.O. Box 807, Delray Beach, Florida 33447  
Telephone: (561) 272-7424 (561) 734-4454

Enrolled to Practice Before the  
Internal Revenue Service

*October 24, 2003*

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

RE: Articles of Incorporation  
*SPRAY TAN U.S.A., INC.*

Gentlemen:

Enclosed are the notarized Articles of Incorporation for Spray Tan U.S.A., INC., the Articles of Incorporation, and a check for \$70.00 to cover the various filing fees. Please accept these Articles of Incorporation for filing and assign the corporation a charter number.

You may send the dated copy of the articles to:

Raymond Ripley, Jr.  
323 Northeast 6th Avenue  
Delray Beach, Florida 33483

Thank you for your help.

Sincerely,

RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.



Raymond Ripley, Jr.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

*SPRAY TAN U.S.A., INC.*

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of this corporation is *SPRAY TAN U.S.A., INC.*

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage in, acquire, own, control, and transact any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be *485 Via Naranjas # 47, Boca Raton, Florida, 33438* and the name of the initial registered agent of the corporation shall be *Michael A. Casson* at , *485 Via Naranjas #47, Boca Raton, Florida, 33438*

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS/INCORPORATORS

This corporation shall have TWO(2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation, The name and street addresses of the initial members of the Board of Directors and Incorporators is:

Name

Address

*Michael A. Casson*  
*Jason Desmond*

*485 Via Naranjas #47*  
*Boca Raton, Florida 33438*

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this 24th day of *October* 2003 This corporation shall be effective on filing of these Articles of Incorporation with the Secretary of State.



(Subscribers)

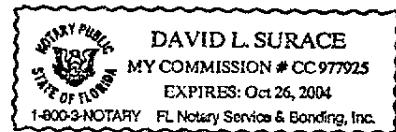
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this *October 24, 2003*.



Notary Public

My commission expires:



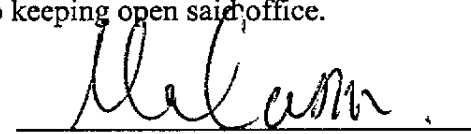
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act.:

SPRAY TAN U.S.A., INC. desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the Articles of Incorporation, in the  
County of Palm Beach, State of Florida, has named Michael A. Casson, located at 485  
Via Naranjas #47, Boca Raton, Florida 33438 as it's agent to accept service of process  
within this State.

ACKNOWLEDGEMENT

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 agree  
to comply with the provisions of said Act relative to keeping open said office.



*Michael A. Casson*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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