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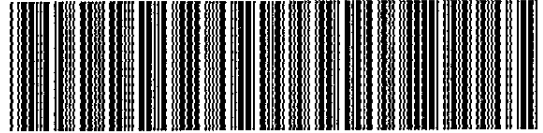
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 324544 80558A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : November 17, 2003

ORDER TIME : 1:32 PM

ORDER NO. : 324544-015

CUSTOMER NO: 80558A

CUSTOMER: William R. Smith, Esq.
William R. Smith, P.a.

Suite 204
8191 College Parkway
Fort Myers, FL 33919

DOMESTIC FILING

NAME: THE TANNING PLACE TOO, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE TANNING PLACE TOO, INC.

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

ARTICLE I. NAME.

The name of this Corporation shall be The Tanning Place Too, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 1110 Del Prado Boulevard, #3E, Cape Coral, FL 33990.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with tanning, and all direct and indirect related activities of every kind and nature. This is not intended to limit the Corporation, and, it is specifically authorized to transact any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 204
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 204
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 204
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have four (4) Directors, whose names and street addresses are as follows:

Denise S. Perkins
1036 N.E. 19th Terrace
Cape Coral, FL 33909

Lee A. Perkins
1036 N.E. 19th Terrace
Cape Coral, FL 33909

Brittany L. Perkins
1036 N.E. 19th Terrace
Cape Coral, FL 33909

Victoria C. Perkins
1036 N.E. 19th Terrace
Cape Coral, FL 33909

THE UNDERSIGNED has executed these Articles of Incorporation this 13th day of November, 2003. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

William R. Smith
WILLIAM R. SMITH,
Incorporator and Registered Agent

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