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STATE OF MISSISSIPPI
SHERIFF'S OFFICE

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Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for OceanRayz Tanning, Inc, with a check of \$70.00 for the filing fee and designation of Registered Agent.

Also enclosed is a Photocopy of the Articles. Please return these to me with eth filing date stamped on them.

Thank you,

A handwritten signature in black ink, appearing to read "Dimitri & Gina Papadopoulos", is written over the "Thank you," text.

Dimitri & Gina Papadopoulos
C/O OceanRayz Tanning
844 Bayou View Dr.
Brandon, FL 33510

ARTICLES OF INCORPORATION

OF

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

ARTICLE I NAME

The name of the corporation shall be: OCEANRAYZ TANNING, INC. The place of business of this corporation shall be:

844 Bayou View Dr.
Brandon, FL 33510

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:
100 shares, par \$1.00.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

Dimitrios Papadopoulos
844 Bayou View Dr.
Brandon, FL 33510

Gina Papadopoulos
844 Bayou View Dr.
Brandon, FL 33510

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TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR(S)

The name and street address of the incorporators to these articles of incorporation are:

Dimitrios Papadopoulos
844 Bayou View Dr.
Brandon, FL 33510

Gina Papadopoulos
844 Bayou View Dr.
Brandon, FL 33510

IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation this 1st day of March 2004.

Signature of Incorporations

[Signature]
[Signature]

STATE OF Florida
COUNTY OF Hillsborough

THE FOREGOING instrument was acknowledged and sworn before me this 1st day
of March, 2004 by Dimitrios Papadopoulos and Gina Papadopoulos of
OceanRayz Tanning, Inc.

Notary Public

[Signature]

My Commission Expires _____



Dana D Quillen
My Commission DD149979
Expires October 04, 2008

(SEAL)

ARTICLES OF INCORPORATION FEE \$35.00

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607. 325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

OceanRayz Tanning, Inc.

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

Gina Papadopoulos
844 Bayou View Dr.
Brandon, FL 33510

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE


(Corporate Officer)

TITLE

PRESIDENT

DATE

MARCH, 1, 2004

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTRON 607.325 FLORIDA STATUES.

SIGNATURE



DATE

MARCH 1, 2004