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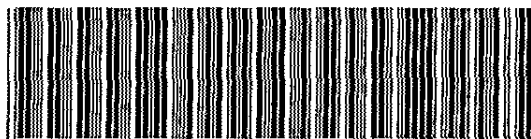
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 APR 19 P 3:06

FILED

TRANSMITTAL LETTER

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: Y NOT TAN, INC.

FROM:

Eric J. Olson, P.A.
256 North Kentucky Avenue
Suite 102
Lakeland, Florida 33801

For further information concerning this matter, please call Eric J. Olson, Esquire at (863) 688-3606.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:

\$87.50 for Filing Fee, Certificate of Status & Certified Copy

ARTICLES OF INCORPORATION
OF
Y NOT TAN, INC.

FILED

2004 APR 19 P 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Y Not Tan, Inc.

ARTICLE II

The street address of the principal office of the Corporation is: 505 Easton Drive, Lakeland, Florida 33803.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is: 256 North Kentucky Avenue, Suite 102, Lakeland, Florida, 33801. The initial registered agent for the Corporation at that address is: Eric J. Olson, P.A.

ARTICLE V

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE VI

The initial board of directors shall consist of one member. This number 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 person who will serve on the initial board of directors is:

Name

Address

Anthony C. Pearson

505 Easton Drive
Lakeland, Florida 33803

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

Anthony C. Pearson

505 Easton Drive
Lakeland, FL 33803

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.

Anthony C. Pearson

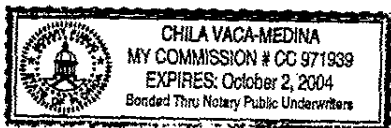
Anthony C. Pearson
Incorporator

April 6, 2004

Date

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 6th day of April, 2004, by Anthony C. Pearson, as Incorporator, who is personally known to me or has produced Driver's License [REDACTED] as identification and who did/did not take an oath.

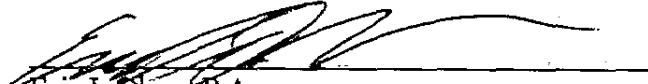


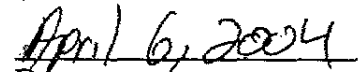
Chila Vaca Medina
NOTARY PUBLIC

My Commission Expires: October 2, 2004

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Y Not Tan, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.


Eric J. Olson, P.A.
Registered Agent


Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, 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: Y NOT TAN, INC.
2. The name and address of the registered agent and office is:

Eric J. Olson, P.A.
256 North Kentucky Avenue, Suite 102
Lakeland, Florida 33801

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.

ERIC J. OLSON, P.A.


By: Eric J. Olson, Esquire

April 6, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA