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To:

Division of Corporations
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Account Name : HUSCO
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Phone : (516) 935-3940
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04 JUL 12 AM 9:03
DIVISION OF CORPORATIONS
STATE OF FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**GARYS TAN USA INC.**

Certificate of Status	1
Certified Copy	0
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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

GARYS TAN USA INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

GARYS TAN USA INC.

**366 SW Knox Street, Suite 102
Lake City, FL 32025**

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DIVISION OF REVENUE
STATE OF FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Gary Bedford Jr.
RT 4 Box 28230
Lake City, FL 32024**

Prepared By:
**Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940**

ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Gary Bedford- 423 SW Godbold Avenue, Lake City, FL 32024 - President

Shirley Bedford- 423 SW Godbold Avenue, Lake City, FL 32024 - Vice President

ARTICLES VI INCORPORATOR(S)

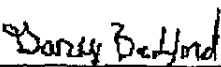
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Gary Bedford- 423 SW Godbold Avenue, Lake City, FL 32024

Shirley Bedford- 423 SW Godbold Avenue, Lake City, FL 32024

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

12th day of July 2004.



Gary Bedford - Signature



Shirley Bedford - Signature

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **GARYS TAN USA INC.**

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

Gary Bedford Jr.

Name

RT 4 Box 28230

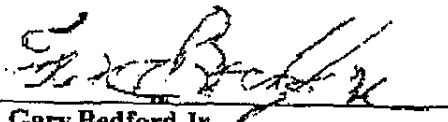
(P.O. Box or Mail Drop Box NOT Acceptable)

Lake City, FL 32024

(City / State / Zip)

04 JUL 12 AM 9:03

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Gary Bedford Jr.
SIGNATURE

June 12, 2004

(Date)