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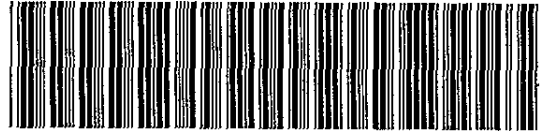
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DIVISION
SECRETARY

Robert A. Rosenberg



ATTORNEY AT LAW

28960 U.S. 19 NORTH, SUITE 100
CLEARWATER, FLORIDA 33761

OFFICE (727) 771-8787
FAX (727) 781-1387

July 29, 2004

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

Subject: **BAHAMA BRONZE TANNING, INC.**

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation. Additionally enclosed is a check in the amount of \$70.00 for the filing fees. Upon filing the enclosed, please return a stamped copy to the address below.

PLEASE SEND COPY TO:

ROBERT A. ROSENBERG, ESQ.
28960 U.S. HIGHWAY 19 NORTH, SUITE #100
CLEARWATER, FLORIDA 33761

Telephone Number: (727) 771-8787
Fax Number: (727) 781-1387

Very truly,

A handwritten signature in black ink, appearing to read "Robert A. Rosenberg", written over a horizontal line.

Robert A. Rosenberg, Esq.
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
FOR
BAHAMA BRONZE TANNING, INC.**

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SECRETARY OF STATE
DIVISION

ARTICLE I – NAME

The corporation is named BAHAMA BRONZE TANNING, INC.

ARTICLE II – DURATION

The duration of the corporation shall be perpetual.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV – AUTHORIZED STOCK

The corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V – INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is DONALD L. BULLARD. The street address of the initial registered office of the corporation for service of process shall be 8808 Aberdeen Creek Circle, Riverview, FL 33569.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial director of the corporation is:

DONALD L. BULLARD

8808 Aberdeen Creek Circle
Riverview, FL 33569

ARTICLE VII – INCORPORATOR

The name and address of each incorporator of the corporation is

DONALD L. BULLARD

8808 Aberdeen Creek Circle
Riverview, FL 33569

ARTICLE VIII – PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 8808 Aberdeen Creek Circle, Riverview, FL 33569. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX – BY LAWS

The board of director(s) at the organizational meeting shall adopt the initial bylaws of the corporation. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X – POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI – PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

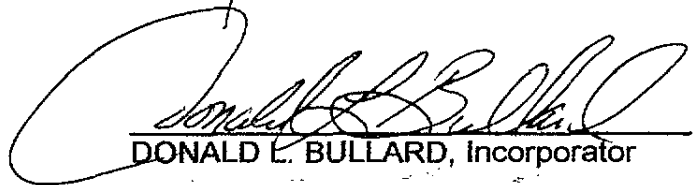
ARTICLE XII – AMENDMENT OF ARTICLES

The corporation reserves the rights to amend, alter, change, or repeal any provision or provisions contained in these Articles or Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholder of the corporation are granted subject to this reservation.

ARTICLE XIII – COMMENCEMENT OF CORPORATE EXISTENCE


The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of July, 2004


DONALD E. BULLARD, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

July The foregoing instrument was acknowledged before me this 29th day of July, 2004, by DONALD L. BULLARD, who is personally known to me or who has produced FL Drivers License (type of identification) as identification.



Signature of Person Taking Acknowledgment

(NOTARY SEAL)



Robert A. Rosenberg
My Commission DD165591
Expires January 01 2007

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for BAHAMA BRONZE TANNING, INC., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 29th day of July 2004.



DONALD L. BULLARD
8808 Aberdeen Creek Circle
Riverview, FL 33569

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