

**Electronic Articles of Incorporation
For**

P04000168409
FILED
December 16, 2004
Sec. Of State
tburch

SOL US TANNING PHASE II, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SOL US TANNING PHASE II, INC.

Article II

The principal place of business address:

8552 BAYMEADOWS ROAD
JACKSONVILLE, FL. 32256

The mailing address of the corporation is:

8552 BAYMEADOWS ROAD
JACKSONVILLE, FL. 32256

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

500

Article V

The name and Florida street address of the registered agent is:

DONALD L DRUMMOND EA
263 N TEMPLE AVENUE
STARKE, FL. 32091

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DONALD L DRUMMOND

Article VI

The name and address of the incorporator is:

JOSEPH J. LOPEZ
1600 S RIDGEWOOD CT
IVERNESS, FL 34452

Incorporator Signature: JOSEPH J. LOPEZ

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JOSEPH J LOPEZ
1600 S RIDGEWOOD CT
IVERNESS, FL. 34452

Title: VP
CLAYTON MANNING
3510 NW 183RD STREET
STARKE, FL. 32091