

P05 000056932

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BOCA TANNING OPPORTUNITIES, INC**

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**SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BOCA TANNING OPPORTUNITIES, INC.**

1. The name of the corporation is Boca Tanning Opportunities, Inc. (the "Corporation") and was incorporated on April 18, 2005 under document number P05000056932.

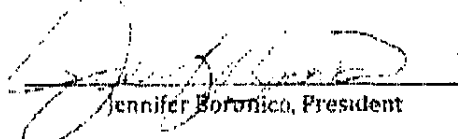
2. Article IV of the Articles of Incorporation is amended in its entirety to read:

Article IV - Capital Stock

The Corporation is authorized to issue 50,000,000 shares of common stock having no par value.

3. The foregoing amendment was unanimously adopted by the Directors and Shareholders of the Corporation pursuant to their written consent on March 3, 2011.

IN WITNESS WHEREOF, the undersigned President of the Corporation has signed this First Amendment to the Articles of Incorporation on March 3, 2011.



Jennifer Boronico, President

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on March 3, 2011 by Jennifer Boronico, as President of Boca Tanning Opportunities, Inc., a Florida corporation, on behalf of the corporation. She personally appeared before me at the time of notarization.

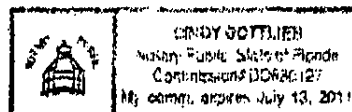
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