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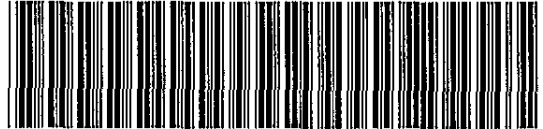
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6/6/05

Requestor's Name

Address

City

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CORPORATION(S) NAME

Palm Beach Tan Co. Inc.



Profit

() NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent



Certified Copy

() Photo Copies

() Certificate Under Seal



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Acknowledgment

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ARTICLES OF INCORPORATION

OF

PALM BEACH TAN CO. INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of this corporation is: PALM BEACH TAN CO. INC.

ARTICLE II DURATION

The duration of this corporation is perpetual.

ARTICLE III PURPOSE

The purposes for which this Corporation is organized are to engage in any activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V AMENDMENT

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other Corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the shareholders of the Corporation.

The shareholders of the common voting shares of stock shall be entitled to one vote for each share he or she holds in the Corporation.

ARTICLE VII SHAREHOLDER QUORUM AND VOTING

A majority vote of the issued and outstanding shares of the capital stock of the Corporation, represented in person or by proxy shall constitute a quorum for a meeting of the shareholders. If a quorum is present, an affirmative vote by the majority of the shares issued and outstanding shall constitute the act of all the shareholders.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 715 BOCCE COURT, PALM BEACH GARDENS, FL 33410 and the name of the initial registered agent of this Corporation at that address is BARTON P. RICHARDSON. The initial street address of the principal place of business of this Corporation is 715 BOCCE COURT, PALM BEACH GARDENS, FL 33410.

ARTICLE IX INITIAL BOARD OF DIRECTORS

This Corporation shall initially have one (1) director who does not need to be a resident of Florida or a shareholder of the Corporation. The name and address of the person to serve as a Director until the first annual meeting of shareholders, or until successor directors are elected and qualify, are as follows:

NAME	ADDRESS
BARTON P. RICHARDSON	715 BOCCE COURT PALM BEACH GARDENS, FL 33410

ARTICLE X INCORPORATORS

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

BARTON P. RICHARDSON	715 BOCCE COURT PALM BEACH GARDENS, FL 33410
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ARTICLE XI COMMON DIRECTORS

No contract or other transaction between this Corporation and one or more of its Directors or any other Corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interest Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 1ST day of JUNE, 2005.


By:


BARTON P. RICHARDSON, Incorporator

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, PALM BEACH TAN CO. INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 715 BOCCE COURT, PALM BEACH GARDENS, FL 33410 has named BARTON P. RICHARDSON located thereat as its registered agent to accept service of process within this State.

By:


BARTON P. RICHARDSON, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By:


BARTON P. RICHARDSON, Registered Agent

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