

**Electronic Articles of Incorporation
For**

P05000116461
FILED
August 22, 2005
Sec. Of State
vingram

SOL US TANNING PHASE I, 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 I, INC.

Article II

The principal place of business address:

8552 BAYMEADOWS ROAD
JACKSONVILLE, FL. US 32256

The mailing address of the corporation is:

8552 BAYMEADOWS ROAD
JACKSONVILLE, FL. US 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:

100

Article V

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

DEDIC NERMIN
8552 BAYMEADOWS ROAD
JACKSONVILLE, FL. 32256

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

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Registered Agent Signature: NERMIN DEDIC

Article VI

The name and address of the incorporator is:

CHAD SHULTZ
112 EAST ADAMS STREET

JACKSONVILLE, FL 32202

Incorporator Signature: CHAD SHULTZ

Article VII

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

Title: PST
NERMIN DEDIC
8552 BAYMEADOWS ROAD
JACKSONVILLE, FL. 32256 US