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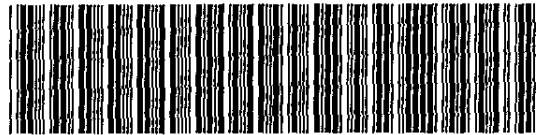
(Business Entity Name)

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06 FEB -3 PM 1:09  
SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

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*Alexander, Shorstein & Lee, LLC*  
*Attorneys at Law*

19 Old Mission Avenue  
St. Augustine, Florida 32084  
Telephone (904) 824-9788  
Facsimile (904) 824-6902

J. Stephen Alexander, Esquire  
Bryan Shorstein, Esquire  
Sung H. Lee, Esquire

January 30, 2006

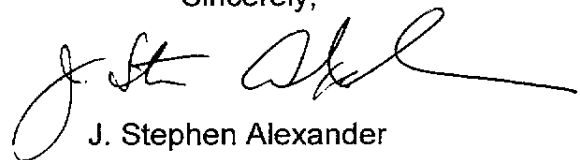
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation for **BERRY'S BEACH, INC.**, and our check in the amount of eighty-seven dollars and fifty cents (\$ 87.50).

Please file the articles and forward the certificate of incorporation along with certified copies to our office at **19 Old Mission Avenue, St. Augustine, Florida 32084**. Thank you for your kind attention to this matter.

Sincerely,

  
J. Stephen Alexander

JSA/tea

enclosures

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SECRET  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

## BERRY'S BEACH, INC.

The undersigned, acting hereby as Incorporator for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit, pursuant to Chapter 607, Florida Statutes, and other applicable law, do hereby adopt the following Articles of Incorporation:

### ARTICLE I

#### **BERRY'S BEACH, INC.**

The name of this corporation shall be, **BERRY'S BEACH, INC.**, 5140 Gracewood Lane, St. Augustine, Florida 32092, Telephone: (904) 823-8877.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE II

#### DURATION

This corporation shall have a perpetual existence unless sooner dissolved according to law. Upon dissolution of the corporation all assets of the corporation, including real property and bank accounts, shall be given to: **BERRY'S BEACH, INC.**, 5140 Gracewood Lane, St. Augustine, Florida 32092, Telephone: (904) 823-8877. This is the actual mailing address for this corporation.

### ARTICLE III

#### PURPOSE

The purpose of this corporation is to conduct any and all lawful business including but not limited to retail sales of tanning products and tanning services under the Florida General Corporation Act.

**ARTICLE IV**

**DIRECTOR**

**BERRY A. VALENTINE, PRESIDENT**, 5140 Gracewood Lane, St. Augustine, Florida 32092, Telephone: (904) 823-8877; **JOHN R. VALENTINE, VICE PRESIDENT**, 5140 Gracewood Lane, St. Augustine, Florida 32092, Telephone: (904) 823-8877.

**ARTICLE V**

**OFFICERS**

The officers of the corporation are to be managed by a President and Vice President. Such officers will be elected annually by the Directors of the corporation. The names of the persons who are to serve as officers until the first election of officers under these Articles of Incorporation are as follows: **BERRY A. VALENTINE**, shall be named as the **PRESIDENT**, and **JOHN R. VALENTINE**, shall be named as the **VICE-PRESIDENT**. **THERE ARE NO OTHER OFFICERS AT THIS TIME.**

**ARTICLE VI**

**MEMBERS**

The corporation shall have up to ten (10) members. Approval of members and termination of membership shall be in accordance with the By-Laws of the corporation.

**ARTICLE VII**

**BY-LAWS**

The By-Laws of the corporation are to be made, altered or rescinded by the Board of Directors.

**ARTICLE VIII**

**AMENDMENTS**

These Articles of Incorporation may be amended by the act of the Board of Directors. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

**ARTICLE IX**

SHARES OF STOCK

THERE ARE ONE HUNDRED (100) SHARES OF STOCK, AT ONE DOLLAR EACH.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the foregoing Articles of Incorporation on this 30<sup>th</sup> day of January, 2006.

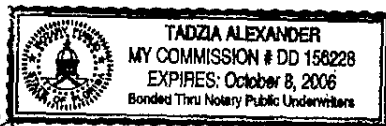
  
BERRY A. VALENTINE  
President

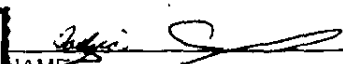
STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared **BERRY A. VALENTINE**, and who, after being duly sworn, deposes and says he is the person referred to as President in the foregoing and signed the foregoing Articles of Incorporation, and that he has read the contents of the same, and that he has executed this instrument for the purposes therein stated.

WITNESS my hand and official seal this 30<sup>th</sup> day of January, 2006.

☐ Personally known  
☒ Produced ID:  
FLDA 453-061-628220



  
NAME: \_\_\_\_\_  
Notary Public  
State of Florida

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TALLAHASSEE, FLORIDA

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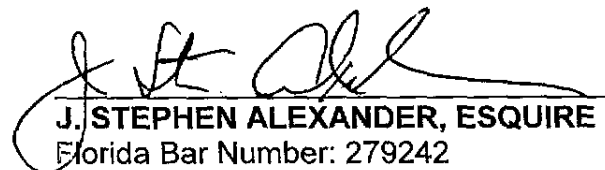
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**FIRST: J. STEPHEN ALEXANDER, 19 OLD MISSION AVENUE, ST. AUGUSTINE, FLORIDA 32084 904-824-9788 as Resident Agent.**

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
J. STEPHEN ALEXANDER, ESQUIRE  
Florida Bar Number: 279242  
Alexander, Shorstein & Lee, LLC  
19 Old Mission Avenue  
St. Augustine, Florida 32084  
(904) 824-9788 Telephone  
(904) 824-6902 Facsimile  
Registered Agent