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DIVISION OF CORPORATION
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Adam + Eve Tanning +
SPA, Inc.*

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L.C. File _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR**

ADAM & EVE TANNING & SPA, INC.

The undersigned hereby forms a corporation pursuant to Chapter 607 of the Florida Statutes.

**ARTICLE ONE
NAME**

The name of this corporation shall be ADAM & EVE TANNING & SPA, INC.

**ARTICLE TWO
DURATION**

This corporation shall have perpetual existence.

**ARTICLE THREE
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to offer and issue 1000 shares of \$1.00 par value common stock.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office is: 3343 S.E. Federal Highway, Stuart, Florida 34997. The name of the initial registered agent of this corporation at that address is: Connie Verdeschi.

ARTICLE SIX
DIRECTOR

This corporation shall have one (1) director constituting its initial board of directors. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial member of the board of directors is:

CONNIE VERDESCHI
3343 S.E. Federal Highway
Stuart, Florida 34997

ARTICLE SEVEN
INCORPORATOR

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

CONNIE VERDESCHI
3343 S.E. Federal Highway
Stuart, Florida 34997

ARTICLE EIGHT
PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 3343 S.E. Federal Highway, Stuart, Florida 34997.

ARTICLE NINE
INDEMNIFICATION

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

ARTICLE TEN
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that to which she already holds, shall have the right to purchase her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE ELEVEN
AMENDMENTS TO ARTICLES AND BY-LAWS

The power to adopt, amend, alter or repeal these Articles of Incorporation as well as the by-laws of this corporation shall be reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of February, 2006.

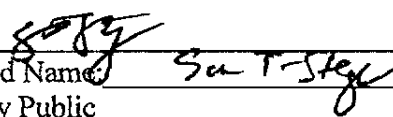


CONNIE VERDESCHI

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 24 day of February, 2006, by CONNIE VERDESCHI, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

(NOTARY SEAL)



Printed Name: Sam T. Steger
Notary Public
State of Florida
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation, ADAM & EVE TANNING & SPA, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 24 day of February, 2006,


CONNIE VERDESCHI