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From=Porter Wright Morris & Arthur LLP.

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From:

Account Name : PORTER, WRIGHT, MORRIS & ARTHUR

Account Number : 102233003533

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Fax Number : (239) 593-2990

FLORIDA PROFIT/NON PROFIT CORPORATION

Naples Tanning Salon, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
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*** TRANSMISSION REPORT ***

JUL-25-08 16:13 ID:2395932990

PORTER WRIGHT NAPLES

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LAST SUCCESSFUL PAGE 005

**ARTICLES OF INCORPORATION
OF
NAPLES TANNING SALON, INC.**

FILED
2008 JUL 25 A & 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - Name

The name of the Corporation shall be Naples Tanning Salon, Inc.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Shares

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV - Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE V - Registered Agent

The registered agent of the Corporation is Gary K. Wilson, Esquire, Porter, Wright, Morris & Arthur, LLP. The street address of the Corporation's registered office is 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108-2709.

ARTICLE VI - Principal Office

The principal place of business and mailing address of this Corporation shall be 1460 Golden Gate Parkway, Naples, Florida 34105.

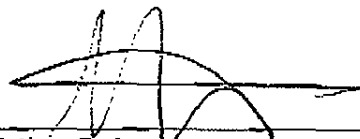
ARTICLE VII - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Melissa Boltz, 1460 Golden Gate Parkway, Suite 105, Naples, Florida 34105.

ARTICLE VIII - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of July, 2008.


Melissa Boltz

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

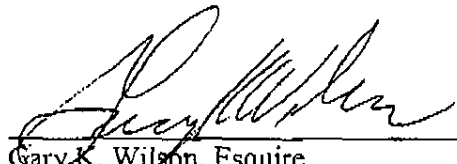
Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Naples Tanning Salon, Inc.
2. The name and address of the registered agent and office are:

Gary K. Wilson, Esquire
Porter, Wright, Morris & Arthur, LLP
5801 Pelican Bay Blvd., Suite 300
Naples, Florida 34108-2709

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: July 25th, 2008.



Gary K. Wilson, Esquire

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