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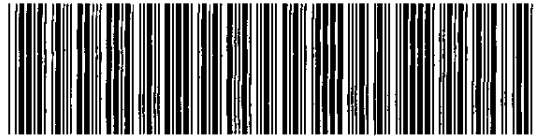
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ARTICLES OF INCORPORATION

OF

THE HOT SPOT TANNING BOUTIQUE, INC.

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The undersigned subscribers to these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: The Hot Spot Tanning Boutique, Inc.

Article II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to:

1. To engage in every aspect and phase of the business of performing Tanning Services.
2. To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business, have one or more office, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, power and privileges of ownership, including the right to vote such stock.
7. The foregoing clauses shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

Article III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$ 1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

Article IV. TERMS OF EXISTENCE

This corporation is to exist perpetually.

Article V. ADDRESS

The street address of this corporation and the initial principal office of the corporation in the State of Florida: 1198 County Road 621 E, Lake Placid, Florida 33852. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

Article VI. BOARD OF DIRECTORS

This Corporation shall have 2 directors initially. The number if directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

Article VII. DIRECTORS POWER

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any bylaws that may be adopted by the shareholders.

Article VIII. ORIGINAL DIRECTORS

The names and street addresses of the subscribers to these Articles of Incorporation are:

Name	Address
Dawn Zahller- President	490 Archie Summers Road Lake Placid, FL 33852
Brittany Phypers- Vice President	77 D Place Lake Placid, FL 33852

Article IX. SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are:

Dawn Zahller- President	490 Archie Summers Road Lake Placid, FL 33852
Brittany Phypers- Vice President	77 D Place Lake Placid, FL 33852

The subscribers of these Articles of Incorporation hereby assign to this corporation their rights to the Florida Statutes, to constitute a corporation, and they hereby assign to those persons designated by the board of directors any rights they may have as subscribers to acquire any of the capital stock of this corporation, these assignment becoming effective when these articles of incorporation have been filed with approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

Article X. AMENDMENTS

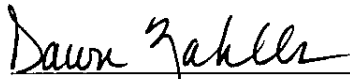
The corporation reserves the right to amend alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

Article XI. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office, 1198 County Road 621 E, Lake Placid, Florida 33852 and as its registered agent, Dawn Zahller located at the same address for service of process.

IN WITNESS WHEREOF, the undersigned subscribers, have hereunto set our hands and seals this 8th day of April 2009 for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.

Having been named as registered agent and to accept service of process for The Hot Spot Tanning Boutique, Inc. I hereby accept the appointment as registered agent and agree to act in this capacity.



Incorporator & Registered Agent
Dawn Zahller

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