



THE COMPANY CORPORATION

Three Christina Centre • 201 N Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

99500033493

Corporate Records Division
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: Worldwide Cruises Inc.
P3354059WOYOU

Sun Capsule Tanning, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, and our check(es) in the amount of \$70.00 for Worldwide Cruises Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

3000001473643
-05/03/95--01119--013
*****70.00 *****70.00

enc.

FILED
95 MAY -1 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1095-5015

T. BROWN MAY - 1 1995



THE COMPANY CORPORATION

Three Christina Centre • 201 N Walnut Street • Wilmington Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

April 18, 1995

Secretary of State
Corporation Department
PO Box 6327
Tallahassee, FL 32314
Attn: Doris Brown, Corporate Specialist

Re: Sun Capsule Tanning, Inc.

Dear Ms. Brown:

Enclosed please find resubmitted documents along with
copies of your correspondence.

The Articles of Incorporation have been updated with, Sun
Capsule Tanning, Inc. as the corporation name.

We appreciate a speedy filing of these important documents
at this time.

Please do not hesitate to contact the me at 800-542-2677
ext. 7003, with further questions regarding this filing.

Thank you for your prompt attention to this important
filing.

Sincerely,

Blanca Lozada
Corporate Service Representative



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 8, 1995

KIMBERLY ANDRAS
THE COMPANY CORPORATION
201 N. WALNUT STREET, SUITE THREE
WILMINGTON, DE 19801

SUBJECT: WORLDWIDE CRUISES INC.
Ref. Number: W95000005045

We have received your document for WORLDWIDE CRUISES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return the enclosed check for \$70.00 or a newly issued check with your corrected document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 095A00010231

ARTICLES OF INCORPORATION
OF
Sun Capsule Tanning, Inc.

FILED
95 MAY -1 AM 8 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Sun Capsule Tanning, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 5910 Gall Blvd., Zephyr Hills FL 33540.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1500 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Cameron Arthur Young 36137 Southbrook Avenue, Zephyr Hills FL 33541

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 23rd day of February, 1995.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 23rd day of February, 1995 by Kimberly Andras.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Susan M. Griffin
Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440


FILED
95 MAY -1 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this Sun Capsule Tanning, Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Zephyr Hills, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

2/23/95
Date