

3/07/96

FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AMI WHAT A TAN, INC.

FAX AUDIT NUMBER: H96000003303

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TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

109 EAST MAIN STREET

FAX AUDIT NO.: H96-3303

ARTICLES OF INCORPORATION
OF
AHI WHAT A TAN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is AHI WHAT A TAN, INC.

EFFECTIVE DATE
3-7-96

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the principal office/mailling address of the Corporation is 928-B West Brandon Boulevard, Brandon, Florida 33511.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

NAME: DAVID M. NICHOLSON
ADDRESS: 111 Madison Street
Tampa, Florida 33602
TELEPHONE NO.: 813-273-4200
FAX AUDIT NO.: H96-3303
FLORIDA BAR NO.: 0981354

FAX AUDIT NO.: H96-3303

ARTICLE IV

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to provide tanning services and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

ARTICLE VI

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VII

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 111 Madison Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is **CHAD W. BROWNE**.

ARTICLE VIII

BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

MICHELLE K. WOODEN - 110 Ball Park Avenue
Seffner, Florida 33584

BRUCE J. WOODEN - 20401 Peachtree Road
Dickerson, Maryland 20842

BARBARA J. WOODEN - 20401 Peachtree Road
Dickerson, Maryland 20842

B. Number and Term. The Board of Directors shall be composed of no fewer than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

1. electing the officers of the Corporation;
2. exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
3. determining the compensation of the officers, including those who may also be directors; and
4. specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE IX

OFFICERS

- A. Officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.
- B. Officers need not be shareholders of the Corporation.
- C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.
- D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

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MICHELLE K. WOODEN - President/Secretary
BRUCE J. WOODEN - Vice President
BARBARA J. WOODEN - Treasurer

ARTICLE X

INCORPORATOR

The name and street address of the person signing these Articles is:

CHAD W. BROWNE
111 Madison Street
Tampa, Florida 33602

ARTICLE XI

MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of March, 1996.


CHAD W. BROWNE,
as Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

*The undersigned, having been designated as Registered Agent of **AMI WHAT A TAN, INC.** in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of the Florida Statutes relating to the proper and complete performance of the duties of Registered Agent, and the undersigned acknowledges being familiar with, and accepts, the obligations of that position.*



CHAD W. BROWNE
Registered Agent
111 Madison Street
Suite 2300
Tampa, Florida 33602
(813) 273-4200

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