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FILED
MAR 25 PM 12:21
TALLAHASSEE, FLORIDA

March 19, 1996

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Sun Spot Tanning Salon of Daytona, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above along with my firm's check in the sum of \$122.50 representing the requisite filing fee.

Kindly file and return the Certificate of Incorporation in the stamped, self-addressed envelope enclosed herein for your convenience. Thank you for your attention to this matter.

Sincerely,

Dorothy L. Hukill

Dorothy L. Hukill, P.A.

DLH/cj
enclosure

3/29/96
TB

**ARTICLES OF INCORPORATION
OF
THE SUN SPOT TANNING SALON OF DAYTONA, INC.**

FILED
95 MAR 25 PM 12:21
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE SUN SPOT TANNING SALON OF DAYTONA, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal office of this corporation shall be 118 S. Halifax Avenue, #303, Daytona Beach, Florida 32118 and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

The general purposes for which the corporation is organized are to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 118 S. Halifax Avenue #303, Daytona Beach, Florida, 32118, and the name of the initial registered agent of the corporation at that address is Edward Carlson.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The name and street address of the initial member of the Board of Directors is:

Edward Carlson

118 S. Halifax Avenue #303
Daytona Beach, FL 32118

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Edward Carlson

118 S. Halifax Avenue #303
Daytona Beach, FL 32118

ARTICLE IX. PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of

par.

IN WITNESS WHEREOF, the undersigned herunto set his hand and seal to the foregoing Articles of Incorporation on this 17 day of March, 1996.

Edward Carlson
EDWARD CARLSON

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

EDWARD CARLSON, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Edward Carlson
EDWARD CARLSON

STATE OF FLORIDA

COUNTY OF VOLUSIA

Subscribed and sworn to before me this 19th day of March, 1996, by EDWARD CARLSON, who is personally known to me, or who produced Florida Drivers License as identification and who did take an oath.



Carol Ann Johnston
MY COMMISSION # 00466538 EXPIRES
August 14, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Carol Ann Johnston
Notary signature

FILED
96 MAR 25 PM 12:27
TALLAHASSEE, FLORIDA