

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 12 PM 2:01

ACCOUNT NO. : 072100000032

REFERENCE : 917100 7103881

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 12, 1996

ORDER TIME : 12:35 PM

ORDER NO. : 917100

CUSTOMER NO: 7103881

CUSTOMER: Mark H. Welton, Esq
MARK H. WELTON

Suite B
1078 South Ferdon Blvd.
Crestview, FL 32536

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-04/12/96--01073--002
*****70.00 *****70.00

DOMESTIC FILING

NAME: TANFASTIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

5/12

RECEIVED
96 APR 12 PM 1:25
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

Tanfastic, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
86 APR 12 PM 2:01

We, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is **Tanfastic, Inc.**

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 656 North Beal Parkway, Suite B, Fort Walton Beach, Florida 32548.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual and the initial date of incorporation shall be the date the articles are filed with the Secretary of State.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the service business of providing tanning and related services with tanning beds, and related products and supplies.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business purpose.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE SEVEN

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE EIGHT

STOCKHOLDER AND CORPORATION OPTION TO PURCHASE STOCK

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the stockholders desire to purchase the shares of stock the shareholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE NINE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Mark Welton & Associates, P.A., 1078 Ferdon Blvd., South, Suite B, Crestview, Florida 32536, and the name of its initial registered agent at such address, is Mark Welton.

ARTICLE TEN

DIRECTORS

The number of directors constituting the corporation's initial board of directors is two (2), except in the case of deadlock between the existing directors, then each shall pick an uninterested third party and the two uninterested third parties shall name a temporary director to make a decision in the best interest of the corporation.

The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Frank Abrahamson	656 North Beal Parkway, Suite B, Fort Walton Beach, Florida 32548
Elizabeth Abrahamson	656 North Beal Parkway, Suite B, Fort Walton Beach, Florida 32548

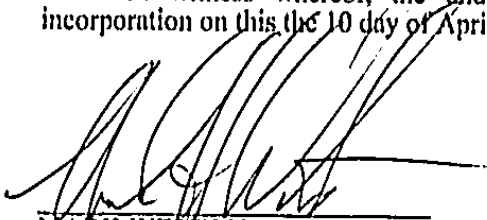
ARTICLE ELEVEN

INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Mark Welton	1078 Ferdon Blvd., South, Suite B, Crestview, Florida 32536

In witness whereof, the undersigned incorporator has executed these articles of incorporation on this the 10 day of April, 1996.



MARK WELTON

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
10:48:01
95 APR 12 PM

Tanfastic, Inc.

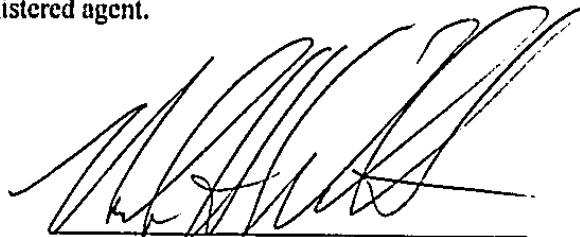
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Tanfastic, Inc.
2. The name and address of the registered agent and office is:

Mark Welton & Associates, P.A.
1078 South Ferdon Blvd., Suite B
Crestview, Florida 32536

Having been named 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mark H. Welton, Attorney