

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

TX!

SEP 6 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN
 Will Pick Up 9/6 12:00

RE: **P960000 73934**
No Tan Lines, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U B.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
NO TAN LINES, INC.

ARTICLE I - NAME

The name of this corporation is
No Tan Lines, Inc.

ARTICLE II - DURATION

This corporation shall exist in perpetuity from the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSES

This corporation may engage in the operation of a tanning salon and the sale of related products, and may additionally engage or transact 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

This corporation is authorized to issue One Thousand (1,000) shares of common stock with par value of One (\$1.00) Dollar per share. The amount of capital with which the corporation will begin business is One Hundred and 00/100 (\$100.00) Dollars.

FILED
56 SEP -5 AM 10:03
TALLAHASSEE, FLORIDA
FILED
56 SEP -5 AM 10:03
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1030 W. International Speedway Blvd., Suite 210, Daytona Beach, Florida 32114-3415, and the name of the initial registered agent of this corporation at that address is Randal L. Schechter, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation may have a board of directors if elected by the shareholders, in which event the number of directors shall be as set by the shareholders from time to time. The corporation shall initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Robert Antonio Cabrera, 5059 Sharon Terrace, Jacksonville, Florida 32207.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the shareholders. At such time that a board of directors is created by the shareholders, the power to adopt, alter, amend and repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE IX - ISSUANCE OF STOCK

Shares of capital of this corporation shall be issued initially to the following persons and in the amounts set forth opposite each name:

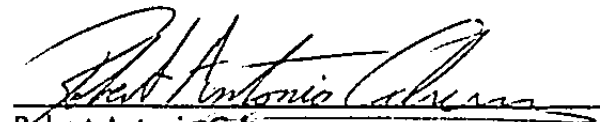
Robert Antonio Cabrera	50 Shares
Richard Forebrick	50 Shares

ARTICLE X - SHAREHOLDERS QUORUM AND VOTING

Fifty-One (51%) percent of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting shall be the act of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of September, 1996.


Robert Antonio Cabrera

STATE OF FLORIDA

COUNTY OF VOLUSIA

Personally appeared before me Robert Antonio Cabrera, who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes set forth therein. Robert Antonio Cabrera has produced Colorado Driver's License as identification.

WITNESS my hand and seal of office at Daytona Beach, Florida, this 3rd day of September, 1996.

My Commission Expires



Dominique A. Brown
Notary Public DOMINIQUE A. BROWN

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT NO TAN LINES, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 3033 MONUMENT ROAD, SUITE #9, JACKSONVILLE, STATE OF FLORIDA,
HAS NAMED RANDAL L. SCHECTER, ESQUIRE, 1030 W. INTERNATIONAL SPEEDWAY
BLVD., SUITE 210, DAYTONA BEACH, FLORIDA 32114-3415, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Corporate Officer

TITLE: Vice President

DATE: 9-3-96

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 RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 

(Resident Agent)

DATE: 9/3/96