

MILLER & GOLDSBERRY, P.A.
4741 Atlantic Boulevard
Suite A-1
Jacksonville, Florida 32207

Mary Sieger Miller
Michael J. Goldsberry

Telephone: (904) 398-7711
Facsimile: (904) 398-6303

October 15, 1996

Florida Department of State
Division of Corporations
P. O. Box 1617
Tallahassee, Florida 32314

Re: Articles of Incorporation for T Total Tanning, Inc.

Dear Madame or Sir:

Please find enclosed a check in the total amount of \$122.50 for the purpose of filing Articles of Incorporation for T Total Tanning, Inc., to cover the cost of the following:

Filing fee	\$ 35.00
Certified copy of articles	\$ 52.50
Registered Agent Designation	\$ 35.00
Total	\$122.50

500001877335--2
-10/16/96--01073--003
+++122.50 +++122.50

Please file the Articles of Incorporation and forward a certified copy to this office at the above address. Also please find enclosed a copy of the name reservation letter.

Sincerely,


Michael Goldsberry

encl:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT 15 PM 2:32

FILED



SEP 30 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1996

MICHAEL GOLDSBERRY
MILLER & GOLDSBERRY, P.A.
4741 ATLANTIC BLVD., SUITE A-1
JACKSONVILLE, FL 32207

The name T TOTAL TANNING, INC. has been reserved for 120 days beginning September 25, 1996. The reservation number is R96000004574 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Letter number: 496A00044067

Emy Paine
487-6049

**ARTICLES OF INCORPORATION
OF
T TOTAL TANNING, INC.**

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporation Act or successor statutes under Florida Law.

Article I

Name of Corporation

The name of this corporation is:

T TOTAL TANNING, INC.

Article II

General Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act or successor statutes under Florida Law.

Article III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

Article IV

Address

The initial street address of the principal office of this corporation in the State of Florida is:

Orange Park Business Center
1871 Wells Road, #4
Orange Park, Florida

Article V

Directors

Pursuant to a Shareholder's Agreement, which is recognized by the Subscribers, this corporation shall not have a Board of Directors. The business of this corporation shall be managed instead by the Officers elected by the Shareholders.

FILED
56 OCT 16 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Officers

Pursuant to the By-Laws to be adopted by this corporation, there shall be the offices of President, Vice President, and Secretary Treasurer. All officers shall be elected by the Shareholders and shall carry out the day to day functions of this corporation.

Article VII

Subscribers

The name and address of each person signing the Articles of Incorporation as a subscriber on behalf of T TOTAL TANNING, INC., is:

Kevin O'Donnell
1484 Duck Blind Drive
Jacksonville, Florida

Sharon O'Donnell
1484 Duck Blind Drive
Jacksonville, Florida

Article VIII

Date Corporate Existence Commences

The date when corporate existence for this corporation shall begin shall be the date these Articles have been filed.

Article IX

Registered Agent

Sharon O'Donnell, The undersigned, an individual resident of the State of Florida, whose address is 1484 Duck Blind Drive, Jacksonville, Florida, does hereby states that she accepts appointment as Registered Agent for this corporation.

Article X

Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In witness whereof, the undersigned executed these Articles of

Incorporation this 14 day of Oct, 1996.

Kevin O'Donnell
Kevin O'Donnell

Sharon O'Donnell
Sharon O'Donnell

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of October, 1996, by Kevin O'Donnell who was identified by Florida Driver's License and was duly sworn on oath.

Mary Sieger Miller
Print: Mary Sieger Miller
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



Mary Sieger Miller
My Commission CC581858
Expires Sep. 08, 2000

My commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of October, 1996, by Sharon O'Donnell who was identified by Florida Driver's License and was duly sworn on oath.

Mary Sieger Miller
Print: Mary Sieger Miller
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



Mary Sieger Miller
My Commission CC581858
Expires Sep. 08, 2000

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I Sharon O'Donnell, understand and accept my responsibilities under law as registered agent for T TOTAL TANNING, INC., and service of process may be effected upon the above mentioned corporation by serving me at Orange Park Business Center, 1871 Wells Road, #4, Orange Park, Florida.

Sharon O'Donnell
Sharon O'Donnell

FILED
96 OCT 16 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA