

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

RE: HEATWAVES Munning, Inc.

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 \$ _____

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	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
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Fictitious Name File		
Name Reservation	01 06/29/97 00006--0019	
Annual Report/Reinstatement	♦♦♦ 122.50 ♦♦♦ 122.50	
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		
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97 JAN 17 PM 12:21

SECRETARIAT OF THE

ALLIANCE FLO

FILED

SUBTOTALS

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	11/6/97		
TIME	9:00		CK No. _____
BY	CD		

WALK-IN Will Pick Up

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 6, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: HEATWAVES TANNING, INC.
Ref. Number: W9700000212

We have received your document for HEATWAVES TANNING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please list only one person as registered agent in Article IX.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 497-6926.

Teresa Brown
Corporate Specialist

Letter Number: 497A00000410

RECEIVED
97 JAN -7 AM 9:50
DIVISION OF CORPORATIONS

Collected

ARTICLES OF INCORPORATION
OF

HEATWAVES TANNING, INC.

The undersigned subscribers to these Articles of Incorporation, all natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

FILED
97 JAN -7 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be HEATWAVES TANNING, INC..

ARTICLE II- NATURE OF BUSINESS

The general character and nature of the business to be transacted by this corporation is:

- (1) to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell, convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, to lend money either with or without security, and to operate and manage other businesses under its own name or under a registered trade name;
- (2) to engage in retail, wholesale, and manufacturing businesses in any and all fields, and to do all things necessary to engage in any type of business generally;
- (3) to acquire by purchase, lease, manufacture, or otherwise, any property deemed necessary or useful to equip, furnish, improve, develop, or manage any property, real or personal, at a time owned, held, or occupied by the Corporation, to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Corporation;
- (4) to purchase the assets of any other corporation and to engage in the same or other types of business, including the repurchase of its own shares;
- (5) to contract debts and borrow money, issue, sell and pledge bonds, securities, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of Corporate indebtedness as may be required, and to use, spend, dispose of, or lend funds of the Corporation to further the business or purpose of the Corporation;
- (6) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock, bonds, securities, or other evidences of indebtedness of any other corporation of the State of Florida or of any other state or government, and while the owner of such stock, bonds securities to exercise all rights and privileges of ownership, including the right to vote such stock;
- (7) to enter into, make, perform, and carry out contracts and agreements of every kind, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including the purchase of its own shares;
- (8) to carry out any and all of its operations and businesses and promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations;
- (9) to engage in any and all lawful businesses, trades, occupations and professions; and

(10) to do any and all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do such other things and perform such other acts as may be necessary, profitable, or expedient in carrying out any of the business, objects or powers set forth herein.

It is the intention of the undersigned subscribers to these Articles of Incorporation that none of the objects, powers and clauses set forth herein shall be in any way limited or restricted by reference to, or inference from, the terms of any other objects, powers, or clauses of this Article, and that all such objects, powers and clauses of this Article, and that all such objects, powers and clauses of this Article shall be regarded as independent and severable.

ARTICLES III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is Ten million (10,000,000) shares of common stock, with a par value of One-tenth of one cent (\$.001) per share and Five million (5,000,000) shares of undesignated Preferred Stock, with a par value of one-tenth of one cent (\$.001) per share. Authorized stock may be paid for in cash, services, or property at a value to be fixed by the Board of Directors of this Corporation at any regular or special meeting thereof.

ARTICLES IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation shall be:

**2826 East Bears Avenue
Tampa, Florida 33613**

The Board of Directors may from time to time designate such other location as the principal office of the corporation as it may deem appropriate.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The names and street address of the initial Board of Directors, who shall hold office until their successors are elected and have qualified are:

**Kamal Moumneh - Chuong X. Dam
2826 East Bears Avenue
Tampa, Florida 33613**

ARTICLE VIII - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are:

Kamal Mournneh - Chuong X. Dam
2826 East Bearss Avenue
Tampa, Florida 33613

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

2826 East Bearss Avenue
Tampa, Florida 33613

and the name of the initial registered and resident agent at that address is Kamal Mournneh and Chuong X. Dam.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE XI - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

Alternately, such amendment may be made by the affirmation of a majority of the Directors and stockholders, without any requirement for meetings and notices thereof, if said majority of the directors and stockholders sign a written manifesting their intention that a certain amendment to these Articles of Incorporation be made, in which case any such amendment shall become effective upon the execution of such a written statement by said majority.

ARTICLE XII - ADDITIONAL PROVISIONS

The Board of Directors shall be empowered to enact or elect, or change the enactment or election of any federal and state provisions as it may deem appropriate for financial benefit of the Corporation. Any such enactment's or elections shall be made through a majority vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, we have set our hands and seals hereto and acknowledge and file the forgoing Articles of Incorporation under the laws of the state of Florida on the date set forth opposite our respective signatures.

 (SEAL) Date 1/3/97
Chung X. Dam (SEAL) Date 1/3/97

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared Kamal Mournneh, to me well known to be the individual described in and executing the foregoing Articles of Incorporation, who acknowledged before me that he executed the same for the purposes therein expressed.

3 WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS
DAY OF January, 1997.


Notary Public

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared Chuong X. Dam, to me well known to be the individual described in and executing the foregoing Articles of Incorporation, who acknowledged before me that he executed the same for the purposes therein expressed.

3 WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS
DAY OF January, 1997.


Notary Public



JEFFREY T. MARDEN
My Commission CC509955
Expires Nov. 14, 1999

**REGISTERED AND RESIDENT AGENT
OF
HEATWAVES TANNING, INC.**

FILED
97 JAN -7 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of the Florida Statutes, the following information is submitted in compliance thereof.

The above named Corporation desiring to organize under the laws of the State of Florida with its principal office at the location indicated in the Articles of Incorporation and shown below, has named the undersigned as its agent to accept service of process within this state at the address set forth below.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the location designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of State law pursuant to keeping said office open.


Kamal Mounneh


Chuong X. Dam. (SEAL)
Incorporators / Registered Agents

REGISTERED AND RESIDENT AGENT AND PRINCIPAL OFFICE INFORMATION:

Kamal Mounneh - Chuong X. Dam
2826 East Bears Avenue
Tampa, Florida 33613