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February 19, 1997

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: CENTRAL FLORIDA TANNING POOL CONCESSIONS, INC.

To whom it may concern:

Please find enclosed the original and one copy of the Articles of Incorporation and the original Designation and Acceptance of Registered Agent for the incorporation of CENTRAL FLORIDA TANNING POOL CONCESSIONS, INC.

I have enclosed a check in the amount of \$122.50 to cover your fee for the following:

Filing Fee	\$70.00
Certified Copy	<u>\$52.50</u>
TOTAL	\$122.50

Please incorporate CENTRAL FLORIDA TANNING POOL CONCESSIONS, INC. and return the certified copy of the Articles of Incorporation in the enclosed self-addressed stamped envelope.

Very truly yours,


Eric W. Ludwig

EWL/kc

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 20 AM 11:58

2/25/97

ARTICLES OF INCORPORATION
OF

CENTRAL FLORIDA TANNING POOL CONCESSIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 20 AM 11:58

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be CENTRAL FLORIDA TANNING POOL CONCESSIONS, INC.

ARTICLE II

NATURE OF BUSINESS

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida. Its principal place of business is located at 4630 S. Kirkman Rd., Suite 219, Orlando, Florida 32811.

ARTICLE III

AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1000 shares of common stock having a par value of \$1.00 dollar per share.

The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors of the

corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address for the initial registered office of this corporation in the State of Florida shall be 4630 S. Kirkman Rd., Suite 219, Orlando, Florida 32811.

The name of the initial registered agent of this corporation at that address shall be Gregory M. Lancaster.

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors, which shall have 1 director initially. The number of directors may be increased or decreased by the stockholders from time to time as provided in the bylaws of the corporation.

ARTICLE VII

DIRECTOR - NAME AND STREET ADDRESS

The name and address of the first Board of Directors who shall hold office until his successor has been duly elected or appointed and has been qualified is as follows:

Gregory M. Lancaster
4630 S. Kirkman Rd.
Suite 219
Orlando, Florida 32811

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

Gregory M. Lancaster
4630 S. Kirkman Rd.
Suite 219
Orlando, Florida 32811

ARTICLE IX

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the power of the corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation.


1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribed reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors, officers and otherwise.

IN WITNESS WHEREOF, the undersigned has made and subscribed


these Articles of Incorporation at Altamonte Springs, Seminole
County, Florida for the uses and purposes aforesaid, this 19th
day of February, 1997.



Gregory M. Lancaster

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this
19th day of February, 1997, by Gregory M. Lancaster, who is
personally known to me or produced identification and who did take
an oath.



Notary Public, State of Florida
Karla Cash

Type, Print or Stamp Name
My Commission Expires



Karla Cash
MY COMMISSION # CC486101 EXPIRES
October 18, 1999
BONDED THRU TROY FARM INSURANCE, INC.

Personally Known _____ or Produced Identification

Type of Identification Produced DL # 1522 29355306

DESIGNATION AND ACCEPTANCE

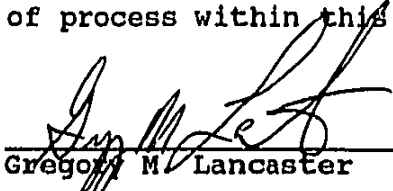
OF

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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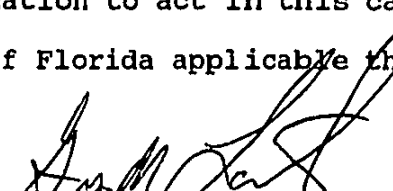
Pursuant to Chapters 48.091 and 607, Florida Statutes, CENTRAL FLORIDA TANNING POOL CONCESSIONS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office at 4630 S. Kirkman Rd., Suite 219, Orlando, Florida 32811, and hereby names Gregory M. Lancaster, located thereat, as its registered agent to accept service of process within this state.



Gregory M. Lancaster

Date: February 19, 1997

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein, I hereby accept such designation to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Gregory M. Lancaster

Date: February 19, 1997