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JOHNSON BLAKELY

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4/9/97 **H9700032362**
FLORIDA DIVISION OF CORPORATIONS
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((H97000005847 3))

DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

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: THE TAN DEPOT, INC.

AUDIT NUMBER.....H97000005847

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATIONOFTHE TAN DEPOT, INC.ARTICLE I - Name and Address

The name of this corporation is THE TAN DEPOT, INC. The mailing address of the corporation is: 6710-D Fowler Avenue, Tampa, Florida 33617. The address of the corporation's principal office is: 6710-D Fowler Avenue, Tampa, Florida 33617.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value shall be One Cent (\$0.01).

ARTICLE IV - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued 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 V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 14240 N. 42nd Street, No. 1205, Tampa, Florida 33613, and the name of the initial registered agent of this corporation at that address is Amy Duff.

ARTICLE VI - Incorporator

The name and address of the person signing these Articles are:

NameAddress

Amy Duff

14240 N. 42nd Street
No. 1205
Tampa, Florida 33613

Stephanie T. Marquardt, Esquire
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
FL BAR NO. 982628

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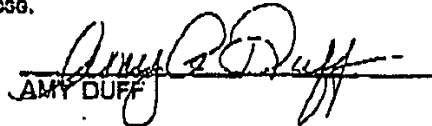
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, THE TAN DEPOT, INC., desiring to organize under the laws of the State of Florida, hereby designates AMY DUFF, located at: 14240 N. 12nd Street, No. 1205, Tampa, Florida 33613, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


AMY DUFF

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ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of April, 1997.


AMY DUFF

0125605.01