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W. THOMAS COPELAND, P.A.  
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April 10, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/11/97-01071-019  
\*\*\*122.50 \*\*\*122.50

Re: FanTannies A Tanning Boutique, Inc.

Dear Sirs:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for FANTANNIES A TANNING BOUTIQUE, INC, together with a check in the amount of \$122.50, representing the filing fee.

Kindly furnish this office with a confirmation copy indicating the filing date.

Thank you for your assistance in these matters.

Sincerely,

W. THOMAS COPELAND, P.A.

W THOMAS COPELAND P.A.

W. Thomas Copeland

WTC/kac  
encs.

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97 APR 11 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FANTANNIES A TANNING BOUTIQUE, INC.

The undersigned, acting as the Sole Incorporator of the Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is:

FANTANNIES A TANNING BOUTIQUE, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is to operate a tanning and nail salon, and to engage in any activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

Initial Issue: Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$1.00) per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

**FIFTH**

The address of the initial principal office of the Corporation is:

9100-8 Merrill Road  
Jacksonville, Florida 32225

The mailing address of the Corporation is:

9100-8 Merrill Road  
Jacksonville, FL 32225

**SIXTH**

The name of the initial Registered Agent is: W. THOMAS COPELAND, whose mailing address is:

421 North Third Street  
Jacksonville Beach, Florida 32250

**SEVENTH**

The initial Board of Directors shall consist of two (2) members who need not be residents of the State of Florida nor Shareholders of the Corporation.

**EIGHTH**

The name and address of the persons who shall serve as the initial Directors until the first annual meeting of Shareholders, or until their successors shall be elected and qualified, is as follows:

JAMES E. BARNHART, SR.	9100-8 Merrill Road Jacksonville, Florida 32225
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TIMOTHY E. BARNHART	9100-8 Merrill Road Jacksonville, Florida 32225
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**TENTH**

The name and address of the persons who shall serve as the Officers until the first annual meeting of Shareholders, or until his successor(s) have been elected and qualified, is as follows:

JAMES E. BARNHART, SR. President	9100-8 Merrill Road Jacksonville, Florida 32225
TIMOTHY E. BARNHART Secretary	9100-8 Merrill Road Jacksonville, Florida 32225

**ELEVENTH**

Majority consent of the issued stock of the Corporation shall be required for any Shareholder action.

**TWELFTH**

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

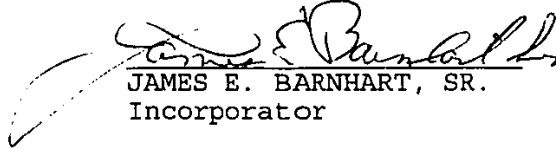
**THIRTEENTH**

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

**FOURTEENTH**

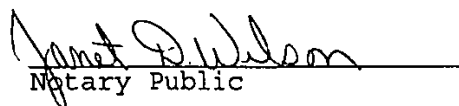
The effective commencement date of this corporation shall be upon filing hereof.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this \_\_\_\_ day of April, 1997.

  
JAMES E. BARNHART, SR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL


Sworn to and subscribed before me this 10<sup>th</sup> day of April, 1997, by JAMES E. BARNHART, who is personally known to me and who ~~did~~ did not take an oath.

  
Notary Public

JANET D. WILSON  
Notary Public, State of Florida  
My Comm. expires Sept. 20, 1997  
Comm. No. CG 299052

**ACCEPTANCE**

I, the undersigned, being a citizen of Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

  
W. THOMAS COPELAND  
Registered Agent  
421 North Third Street  
Jacksonville Beach, FL 32250

**FILED**  
97 APR 11 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA