

Michelle Leigh Freeman
#2 North Shine Avenue
Orlando, FL 32801

April 08, 1997

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

500002164735--4
-05/02/97--01157--003
*****70.00 *****70.00

Dear Sir or Madam:

I hereby request approval to incorporate my business under the laws of the State of Florida. I wish to
have an Incorporation date of May 1, 1997

EFFECTIVE DATE

5-1-97

Recommended Articles of Incorporation for Sun Protected Fun, Inc.

are enclosed herewith. Also enclosed is a check made payable to the State of Florida in the amount
of \$70.00.

Kindly advise if any other information may be required. Thank you.

Yours very truly,

Michelle L. Freeman

Michelle L. Freeman

FILED
97 MAY -2 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 6 1997
[Signature]

PROPOSED ARTICLES OF INCORPORATION OF

Sun Protected Fun, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation shall be: Sun Protected Fun, Inc.

ARTICLE 2 - PLACE OF BUSINESS

The principal place of business and street address of this corporation will be:

#2 North Shine Avenue
Orlando, FL 32801

ARTICLE 3 - NATURE OF BUSINESS

This corporation will conduct a sun care product business and any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other country, state or territory.

ARTICLE 4 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a Par Value of \$1.00 per share.

ARTICLE 5 - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 6 - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same Kind, Class or Series as that which he/she already holds, shall have the right to purchase his/her Pro Rata share thereof at the price at which it is offered to others.

ARTICLE 7 - INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is:

Michelle Leigh Freeman #2 North Shine Avenue, Orlando, FL 32801

ARTICLE 8 - OFFICERS & DIRECTORS

This corporation shall have 2(two) Officers and 2(two) Directors. The name and street address of the officers and directors who shall hold office for the first year of the corporation or until successors are elected or appointed are:

Michelle Leigh Freeman #2 North Shine Avenue Orlando, FL 32801
(President, Secretary, Treasurer Director)
Michael W. Price #2 North Shine Avenue Orlando, FL 32801
(Vice President, Director)

FILED
97 MAY -2 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-1-97

ARTICLE 9 - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Michelle L. Freeman #2 North Shine Avenue Orlando, FL 32801

ARTICLE 10 - NUMBER OF SHARES HELD

The number of shares held will be: 1000 shares

ARTICLE 11 - COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on May 1, 1997

ARTICLE 12 - REGISTERED AGENT

The initial designation of the registered office of this Corporation shall be:

#2 North Shine Avenue Orlando, FL 32801

and the registered agent shall be:

Michelle Leigh Freeman

FILED
97 MAY -2 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO FLORIDA STATUTES SECTION 607.164 having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act, relative to keeping open said office:

BY Michelle L. Freeman
Michelle L. Freeman
INCORPORATOR

State of Florida
County of Orange

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid to take acknowledgements, personally appeared Michelle Freeman to me known to be the person described in and who executed the foregoing instrument; and he/she acknowledged before me that he/she executed the same:

WITNESS my hand and official seal in the COUNTY and STATE last aforesaid this 30 day of April, A.D. 1997

My Commission Expires: 6-7-2000



ANDREA LAWRENCE
COMMISSION # 10 555853
EXPIRES JUN 7, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.