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A. Wellington Barlow, Esquire, P.A.

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June 16, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: ARTICLES : ALL SEASONS TANNING SALONS INC.

To Whom It Concerns:

I have enclosed Articles for filing and a check in the amount of \$132.50. Please file the Articles and return a certified copy of the same. Please contact me at the letterhead address or telephone number if you have any questions concerning the enclosed information.

Sincerely,

A. Wellington Barlow
A. Wellington Barlow, Esquire
Incorporator

Enclosures

FILED
97 JUN 18 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100002215411--5
-06/18/97-01026--001
***132.50 ***132.50

Done
5/18/97

97 JUN 18 AM 11:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ALL SEASONS TANNING SALONS INC.

BY THESE ARTICLES OF INCORPORATION, the incorporator forms a corporation for profit under Florida law.

ARTICLE I

The name of the corporation is ALL SEASONS TANNING SALONS INC.

ARTICLE II

The Corporation's existence shall be perpetual.

ARTICLE III

The purpose of this corporation is to engage in the business of providing sun tans to the general public and to exercise the powers so enumerated in the by-laws and those powers now or hereafter granted to for profit corporations.

ARTICLE IV

This corporation is authorized to issue 10000 shares of common stock of a par value of \$0.01 per share.

ARTICLE V

The initial registered agent for this corporation is A. Wellington Barlow, and the initial registered office is located at 24 N. Market Street Suite #502, Jacksonville Florida 32202. This address shall also serve as the principal (office) place of business until another site can be located.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VII

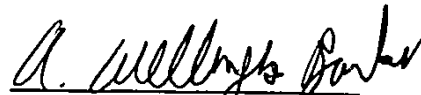
The name and street address of each member of the initial board of director(s) is:

A. Wellington Barlow, 11441 Yellow Tail Ct. Jacksonville Florida 32218.

ARTICLE VIII

The name and address of the incorporator is A. Wellington Barlow, 11441 Yellow Tail Court Jacksonville Florida 32218

DATED on this 16th day of June, 1997.


A. Wellington Barlow
Incorporator

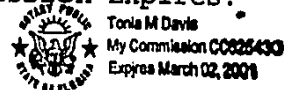
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on this 16th day of June, 1997 by A. Wellington Barlow.


Notary Public


My Commission Expires:

CONSENT OF REGISTERED AGENT



Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated this 16th day of June 1997.


A. Wellington Barlow
Registered Agent

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ALLAHASSEE, FLORIDA