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FROM: MCGUIRE, WOODS, BATTLE & BOOTHE LLP
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NAME: TAN-FASTIC TANNING SALON, INC.

AUDIT NUMBER.....H98000005121

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

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ARTICLES OF INCORPORATION

OF

TAN-FASTIC TANNING SALON, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name and Duration

The name of the Corporation shall be Tan-Fastic Tanning Salon, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 51 North Main Street, Williston, Florida.

ARTICLE III

Registered Office and Agent

The address of the initial registered office in the State of Florida is c/o McGuire Woods Battle & Boothe LLP, 50 North Laura Street, 3300 Barnett Center, in the City of Jacksonville, County of Duval. The name of the initial registered agent at such address is John E. Knight, III.

Prepared by John E. Knight, III, Esq.
McGuire Woods Battle & Boothe LLP
P. O. Box 4099
Jacksonville, FL 32201
(904) 798-3200
Attorney No. 0455016

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ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VI

Incorporator

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

Name

Address

John E. Knight, III

c/o McGuire Woods Battle & Boothe LLP
3300 Barnett Center
50 North Laura Street
Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

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2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

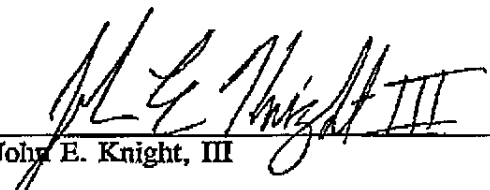
<u>Name</u>	<u>Address</u>
Colleen B. Thomas	51 North Main Street Williston, Florida 32696

ARTICLE VIII

Indemnification

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

The undersigned incorporator has executed these Articles of Incorporation this 16th day of March, 1998.


John E. Knight, III

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REGISTERED AGENT CERTIFICATE

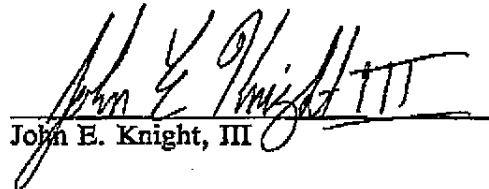
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Tan-Fastic Tanning Salon, Inc.
2. The name and address of the registered agent and office is:

John E. Knight, III
50 North Laura Street
3300 Barnett Center
Jacksonville, Florida 32202

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 I am familiar with and accept the obligations of my position as registered agent.

DATED: 3/16/98


John E. Knight, III

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