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JOHN H. EVANS, P.A.
ATTORNEY AT LAW

FILED

1702 SOUTH WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780

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TELEPHONE
(407) 267-5504

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELECOPIER
(407) 267-0418

March 27, 1998

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

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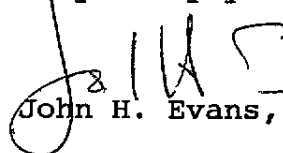
Re: Sun Goddess Tanning, Inc.
Our File No.: JHE-6496

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with our check in the amount of \$70.00 to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


John H. Evans, Esquire

JHE/klm
Enclosures
cc: Mr. Kenneth Anson

P. Hall

APR -1 1998

ARTICLES OF INCORPORATION
OF
SUN GODDESS TANNING, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is:

SUN GODDESS TANNING, INC.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is: John H. Evans, Esquire, 1702 South Washington Avenue, Titusville, Florida 32780. The stockholders may from time to time move the principal office to any other address in Florida. The registered office is also the principal office.

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TALLAHASSEE, FLORIDA

ARTICLE VII

The Board of Directors of this corporation shall consist of the stockholders of the corporation.

ARTICLE VIII

The names and addresses of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth James Anson	2250 Vista Terrace Titusville, Florida 32780
Liane Denise Gillis	3065 Sandalwood Lane Titusville, Florida 32780
Jeffrey Mason Gillis	3065 Sandalwood Lane Titusville, Florida 32780

ARTICLE IX

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John H. Evans, Esquire	1702 South Washington Avenue Titusville, Florida 32780

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 27th day of March, 1998.



JOHN H. EVANS, ESQUIRE

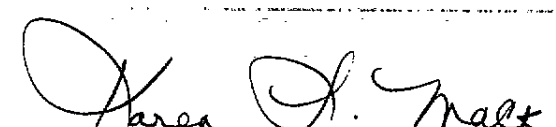
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared John H. Evans, Esquire, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me and did not take an oath.

WITNESS my hand and official seal this 27th day of March, 1998.

[SEAL]





Notary Public, State of Florida

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
SUN GODDESS TANNING, INC.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as Director of SUN GODDESS TANNING, INC. hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 1702 South Washington Avenue, Titusville, Florida 32780 and the name of the initial registered agent of this Corporation at that address is John H. Evans, Esquire.

DATED this 27th day of March, 1998.


JOHN H. EVANS, ESQUIRE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of SUN GODDESS TANNING, INC. at the initial registration office of the Corporation at 1702 South Washington Avenue, Titusville, Florida 37280.

DATED this 27th day of March, 1998.


JOHN H. EVANS, ESQUIRE

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