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REFERENCE : 832802 80388A

AUTHORIZATION :

*Patricia Pyzik*

COST LIMIT : \$ 122.50

ORDER DATE : May 27, 1998

ORDER TIME : 10:35 AM

ORDER NO. : 832802-005

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CUSTOMER NO: 80388A

CUSTOMER: Kramer A. Litvak, Esq  
EMMANUEL SHEPPARD & CONDON

Post Office Drawer 1271

Pensacola, FL 32596

DOMESTIC FILING

NAME: TROPICAL IMAGE TANNING  
SALON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 27 PM 1:15

RECEIVED  
98 MAY 27 PM 12:06  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
TROPICAL IMAGE TANNING SALON, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 27 PM 1:15

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of this corporation is TROPICAL IMAGE TANNING SALON, INC., and its principal office is located at 50 Blue Angel Highway, Shop #13, Pensacola, Florida 32506, and its mailing address is the same.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

Every shareholder upon the sale 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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**


The street address of this corporation's initial registered office is 50 Blue Angel Highway, Shop #13, Pensacola, Florida 32506, and the name of this corporation's initial registered agent is ROOSEVELT ANTHONY NIXON, JR..

**ARTICLE VII**

**INCORPORATORS**

The name and address of the incorporator is ROOSEVELT ANTHONY NIXON, JR., 50 Blue Angel Highway, Shop #13, Pensacola, Florida 32506.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
ROOSEVELT ANTHONY NIXON, JR.,  
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of May, 1998,  
by ROOSEVELT ANTHONY NIXON, JR., who personally appeared before me and who is  
personally known to me or who has produced driver's license as identification.



Notary Public, State of Florida

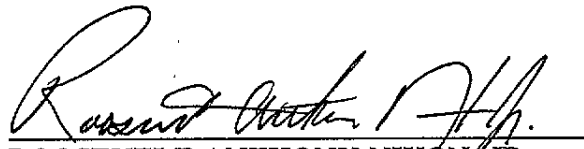
(AFFIX OFFICIAL SEAL)

**KRAMER LITVAK**  
"Notary Public State of FL"  
Comm Exp. March 9, 1999  
Comm No. CC 444417

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, ROOSEVELT ANTHONY NIXON, JR., am familiar with and hereby accept the appointment as Registered Agent for TROPICAL IMAGE TANNING SALON, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 26<sup>th</sup> day of May, 1998.

  
ROOSEVELT ANTHONY NIXON, JR.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 27 PM 1:15