

P98000047239

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

POST OFFICE DRAWER 1271  
PENSACOLA, FLORIDA 32596

TOLL FREE 1-800-433-6581  
<http://www.esclaw.com>

ALAN B. BOOKMAN  
T.A. BOROWSKI, JR.  
GERALD L. BROWN  
A.G. CONDON, JR.  
ERICK M. DRICKA  
PATRICK G. EMMANUEL  
ROBERT A. EMMANUEL  
KRAMER A. LITVAK  
WM. DOUGLAS MARSH

GERALD MCKENZIE  
JOHN W. MONROE, JR.  
JOHN A. PANYKO  
WANDA W. RADCLIFFE  
JILL K. SATTERWHITE  
ALAN C. SHEPPARD  
CRYSTAL COLLINS SPENCER  
WARREN R. TODD

September 8, 1998

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

RE: Nixon/Tropical Image Tanning Salon, Inc.  
Our File No.: N255-29680

200002637122--7  
-09/11/98--01058--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00


Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$35.00 in payment of your fees.

Please forward to us a date stamped/receipt copy for our file.

Should you have any questions regarding this matter, do not hesitate to call me directly.

Very truly yours,

  
Kramer A. Litvak  
For the Firm

KAL:laa  
Enclosures

FAUSERS\TAX\N29680\transmit let to state 7-13-98.wpd

*Amend*  
*9-17-98*  
*CC*

FILED  
98 SEP 11 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION

OF

TROPICAL IMAGE TANNING SALON, INC.

FILED  
98 SEP 11 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1001 and 607.1003 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed May 27, 1998, #P98000047239.

**FIRST:** The name of the corporation is Tropical Image Tanning Salon, Inc.

**SECOND:** Article I of the Articles of Incorporation is hereby amended in its entirety as follows:

Article I

Name and Principal Office

The name of this corporation is Tropical Image Tanning Salon, Inc., and its principal office is located at 42 S. Blue Angel Parkway, Pensacola, Florida 32506, and its mailing address is the same.

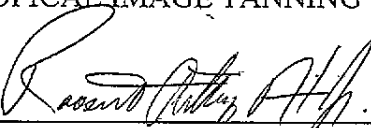
**THIRD:** The amendment was adopted by the Board of Directors on the 3rd day of September, 1998.

**FOURTH:** The amendment was approved by the Shareholders and Directors, and the number of votes cast for the amendment by the Shareholders was sufficient for approval of the amendment.

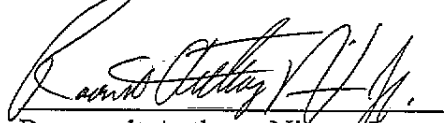
DATED: September 3, 1998.

TROPICAL IMAGE TANNING SALON, INC.

By:

  
Roosevelt Anthony Nixon, Jr., President

ATTEST:

  
Roosevelt Anthony Nixon, Jr.,  
Secretary