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ADORNO & ZEDER

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ADORNO & ZEDER, P.A.
CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098

ACCT#: 072100000120

FAX #: (305) 858-4777

NAME: GET TANNED, INC.

AUDIT NUMBER.....H98000010791

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

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

GET TANNED, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
H98000010791

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Get Tanned, Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

Justin T. Wilson
2601 S. Bayshore Dr.
Suite 1600
Miami, FL 33133
(305) 858-5555

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ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Rabbi Yakov Fellig
3291 Franklin Avenue
Coconut Grove, Florida 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Gutal Fellig
4005 El Prado Blvd.
Coconut Grove, Florida 33133

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

Rabbi Yakov Fellig
3291 Franklin Avenue
Coconut Grove, Florida 33133

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ADORNO = ZEDER

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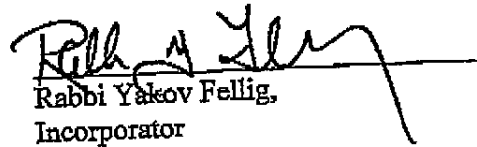
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ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

4005 El Prado Blvd.
Coconut Grove, Florida 33133

Executed at Miami, Florida this 8th day of May, 1998.


Rabbi Yakov Fellig,
Incorporator

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TALLAHASSEE, FLORIDA


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ACCEPTANCE BY REGISTERED AGENT

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Having been appointed the Registered Agent of Get Tanned, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 8th day of May, 1998.


Rabbi Yakov Fellig,
Registered Agent

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