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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053  
CONTACT: LUIS URIARTE  
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: ULTIMATETIAN OF THE BAY, INC.  
AUDIT NUMBER.....H98000012284  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
UltimateTan of the Bay, Inc.

### Article II. Address

The mailing address of the Corporation is:  
UltimateTan of the Bay, Inc.  
1417 South Howard Avenue  
Tampa FL 33606

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Susan N. Jaffe  
1417 South Howard Avenue  
Tampa FL 33606

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Susan N. Jaffe  
Kenneth Mark Jaffe

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

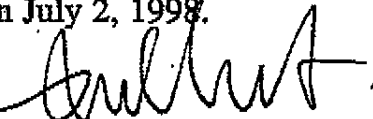
941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 29, 1998.

The undersigned incorporator executed these Articles of Incorporation on July 2, 1998.



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CORPORATE CREATIONS INTERNATIONAL INC.

Luis A. Uriarte Vice President

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

UltimateTan of the Bay, Inc.

**REGISTERED AGENT/OFFICE:**

Susan N. Jaffe  
1417 South Howard Avenue  
Tampa FL 33606

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



SUSAN N. JAFFE  
by L.A. Uriarte as attorney-in-fact

Date: July 2, 1998.

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