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ULTIMATE TAN OF THE BAY, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 3, 1998

ULTIMATETAN OF THE BAY, INC.
1417 S HOWARD AVE
TAMPA, FL 33606

SUBJECT: ULTIMATETAN OF THE BAY, INC.
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Darlene Connell
Corporate Specialist

FAX Aud. #: H98000020386
Letter Number: 298A00053588

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000020355

ARTICLES OF AMENDMENT

Article I. Name

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

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from UltimateTan of the Bay, Inc. to A Healthy Glow, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

UltimateTan of the Bay, Inc.

By: _____

Name: _____

Title: _____

Date: _____

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

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