

Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 727 559-8505
FACSIMILE 585-9184

August 13, 1998

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

TRANSMITTAL LETTER

SUBJECT: Millennium Gym & Solar Beds of Largo, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(813) 559-8505

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-08/20/98--01064--015
*****78.75 *****78.75

Sincerely,



Barbara S. Hicks

FILED
98 AUG 20 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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[Handwritten initials]

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **Millennium Gym & Solar Beds of Largo, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**12650 Starkey Road
suite 12722
Largo, Florida 33773**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding any one time is: **One thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Jerry Reiter
12650 Starkey Road
suite 12722
Largo, Florida 33773
727/ 585-6700**

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TALLAHASSEE FLORIDA

ARTICLE V
INCORPORATORS

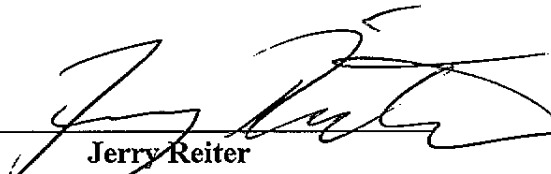
The names and street addresses of the incorporators to these Articles of Incorporations are:

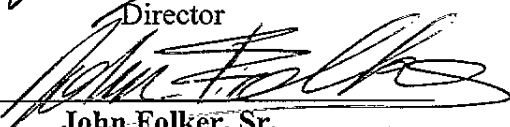
Jerry Reiter
Director

John Folker, Sr.
President

12650 Starkey Road
suite 12702
Largo, Florida 33773

The undersigned incorporators have executed these Articles of Incorporation this 13 day of August, 1998.



Jerry Reiter
Director


John Folker, Sr.
President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Millennium Gym & Solar Beds of Largo, Inc.
2. The name and address of the registered agent and office is:

JERRY REITER
12650 Starkey Road
suite 12722
Largo, Florida 33773
727/ 585-6700

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JERRY REITER

This 13 day of August, 1998.

FILED
98 AUG 20 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA