

P980000075265

Law Office of Brian D. Hess  
9108 Front Beach Road  
Post Office Box 9454  
Panama City Beach, Florida 32417

Brian D. Hess  
Steven L. Applebaum

Phone (850) 235-3004  
FAX (850) 235-1124

August 24, 1998

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

Re: Tropical Tan<sup>(S)</sup> of Panama City Beach, Inc.

800002625608--3  
-08/26/98--01068--009  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for **Tropical Tan of Panama City Beach, Inc.** as well as a check in the sum of \$122.50 for your fee. Please forward a certified copy of the Articles to me at the above post office box. If anything further is needed to file the enclosed corporation, please call me.

Sincerely,

Patricia D. Middlebrooks  
Legal Assistant to Brian D. Hess

/pdm/Enclosures

FILED  
98 AUG 26 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA - 8/28/98

**Articles of Incorporation  
of  
Tropical Tans of Panama City Beach, Inc.**

**Article I. Corporate Name and Initial Corporate Address**

The name of this corporation is **Tropical Tans of Panama City Beach, Inc.** and the initial corporate address is 6126 Thomas Drive, Panama City Beach, Florida 32408.

**Article II. Nature of Business and Powers**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**Article III. Capital Stock**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$5.00 per share.

**Article IV. Term of Existence**

This corporation shall have perpetual existence commencing upon filing of the articles.

**Article V. Registered Agent and Initial Registered Office**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Brian D. Hess  
9108 Front Beach Road  
Panama City Beach, Florida 32407

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**Article VI. Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

**Article VII. Initial Director**

The name of the initial director of this corporation and his street address is:

William P. Young  
6905 Thomas Drive

FILED  
98 AUG 26 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Panama City Beach, Florida 32408

The person named as initial director shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

**Article IX. Incorporator**

The name and street address of the person signing these Articles of Incorporation is as follows:  
Incorporator is:

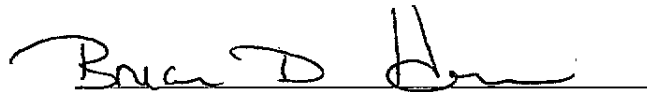
Brian D. Hess, Esq.  
9108 Front Beach Road  
Panama City Beach, Florida 32407

FILED  
9 AUG 26 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article X. Preemptive Rights**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 24 day of August, 1998.



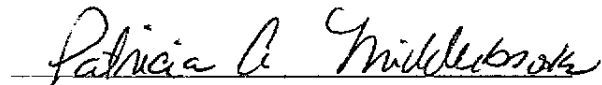
Brian D. Hess

State of Florida  
County of Bay

Before me, a Notary Public, personally appeared **Brian D. Hess**, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 24 day of ~~August~~ September, 1998, [X] who was personally known to me; or [ ] who produced \_\_\_\_\_ as identification.



Patricia A. Middlebrooks  
MY COMMISSION # CC663769 EXPIRES  
August 30, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.



Patricia A. Middlebrooks, Notary Public  
My Commission Expires:

**Consent of Registered Agent**

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



Brian D. Hess