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ROGER E. CRAIG*

WILLIAM DIETRICH**
OF COUNSEL

*ALSO ADMITTED IN MICH.
**ADMITTED IN MICH. ONLY

October 8, 1998

P98000086825

David Mann, Division Director
Division Corporations
Florida Department of State
409 E. Gaines St.
Tallahassee, Florida 32399

100002660811--6

-10/09/98--01002--008

*****78.75 *****78.75

Re: Naples Tanning Parlor, Inc.

SENT VIA FEDERAL EXPRESS

Dear Mr. Mann:

Enclosed for filing please find the Articles of Incorporation of Naples Tanning Parlor, Inc., our check for \$78.75 for filing and a certified copy.

Please return the certified copy in the self-addressed, stamped envelope.

Thank you.

Sincerely,

Roger E. Craig

REC:rl

Encl.

FILED
98 OCT -9 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/10/01
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ARTICLES OF INCORPORATION
OF
NAPLES TANNING PARLOR, INC.

FILED
98 OCT -9 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Naples Tanning Parlor, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 1460 Golden Gate Parkway, Naples, Florida 34105 the name of the initial registered agent of this corporation at that address is Mary Archazki. The street address of the principal office is 1460 Golden Gate Parkway, Naples, Florida 34105.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by vote of the shareholders, however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Mary Archazki
1460 Golden Gate Parkway
Naples, Florida 34105

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Mary Archazki
1460 Golden Gate Parkway
Naples, Florida 34105


ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 8th day October, 1998.



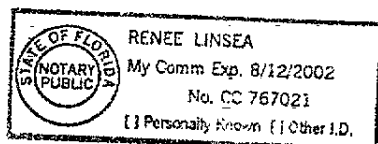
MARY ARCHAZKI
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARY ARCHAZKI, known to be and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation and who produced a valid State of Florida Drivers License as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 8th day of October, 1998.

Renée Linsea
NOTARY PUBLIC, State of Florida
My commission expires:



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
98 OCT -9 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the corporation is: Naples Tanning Parlor, Inc.

2. The name and address of the registered agent and registered office is:

Mary Archazki
1460 Golden Gate Parkway
Naples, Florida 34105

DATED: Oct. 8, 1998

By: Mary Archazki
Mary Archazki
Corporate Director

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and to act in that capacity, and I further state that I am familiar with, and accept, the obligations provided for in Section 607.0501, Florida Statutes, and to comply with the provisions of all other statutes relative to the proper and complete performance of my duties.

DATED: Oct. 8, 1998

By: Mary Archazki
Mary Archazki