

TRANSMITTAL LETTER

P980000 90010

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 21 AM 9:21

SUBJECT: \_\_\_\_\_

(Proposed corporate name - must include suffix)

700002669047--2  
-10/21/98--01048--003  
\*\*\*122.50 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: \_\_\_\_\_

Name (Printed or typed)

Morse,  
Berman &  
Gomez,

Professional Association

Park Tower, Suite 1160  
400 North Tampa Street  
Tampa, FL 33602

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

F. CHESSEN OCT 22 1998

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

OF

### SUNSACTIONS TANNING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Article of Incorporation,

#### ARTICLE I

The name of the corporation shall be Sunsaactions Tanning, Inc..

#### ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

#### ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

#### ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

#### ARTICLE V

The corporation elects to have preemptive rights.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action,

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suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

Terry Lee Dowdell  
7501 Ulmerton Rd., #2316  
Largo, FL 33771  
(727) 531-3031

Jeremy E. Jones  
4727 14<sup>th</sup> Avenue North  
St. Petersburg, FL 33713  
(727) 322-1275

Eric J. Kligman  
8151 Ridge Road  
Seminole, FL 33772  
(727) 398-2904  
(727) 942-1448

#### ARTICLE X

The initial registered agent of the corporation is Jeremy E. Jones. The street address of the corporation's initial registered office is 4727 14<sup>th</sup> Avenue North, St. Petersburg, FL 33713.

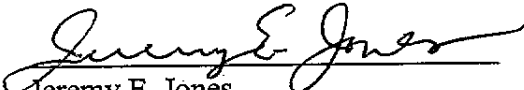
ARTICLE XI

The principal place of business and mailing address of this corporation shall be 2475 McMullen Booth Road., Bldg. D, Clearwater, FL 33759-1347

ARTICLE XII

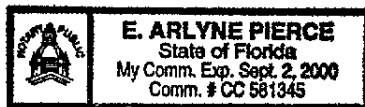
The name and address of the incorporator of these Articles of Incorporation is Jeremy E. Jones. The street address of the corporation's initial registered office is 4727 14<sup>th</sup> Avenue North, St. Petersburg, FL 33713.

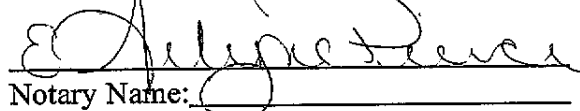
The undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_ day of October, 1998.

  
Jeremy E. Jones  
4727 14<sup>th</sup> Avenue North  
St. Petersburg, FL 33713

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me, an officer duly authorized to take acknowledgments on this 11<sup>th</sup> day of October, 1998, personally appeared Jeremy E. Jones, who is personally known to me or who produced a Florida Driver's License as I.D. and who did take an oath.



  
Notary Name: \_\_\_\_\_

Notary Public - State of Florida

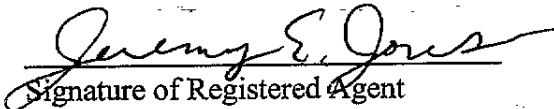
My Commission Expires:

**CONSENT TO SERVE AS REGISTERED AGENT FOR**

**SUNSATIONS TANNING, INC.**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 16 day of Oct., 1998

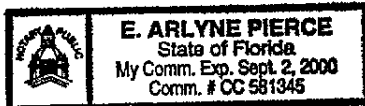
  
Signature of Registered Agent

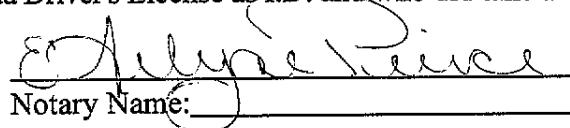
Jeremy E. Jones  
4727 14<sup>th</sup> Avenue North  
St. Petersburg, FL 33713

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

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SWORN TO AND SUBSCRIBED before me, an officer duly authorized to take acknowledgments on this 16 day of October, 1998, personally appeared, who is personally known to me or who produced a Florida Driver's License as I.D. and who did take an oath.



  
Notary Name:

Notary Public - State of Florida

My Commission Expires: