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K & K Accounting & Tax Service, Inc.
4700 N. State Road 7 Suite 221
Fort Lauderdale, Florida 33319
(954) 485-5252 Fax (954) 485-4045.

April 5, 1999

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

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-04/12/99-01074--007

*****70.00 *****70.00

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of **NUDE BEACH TAN, INC.** and the appointment of registered agent for filing purposes.

Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Very Sincerely,

K & K Accounting & Tax, Inc.

Donna Kent
Donna Kent,
Accountant

FILED
99 APR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4-14-99
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ARTICLES OF INCORPORATION
OF
NUDE BEACH TAN, INC.

FILED
99 APR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:

NUDE BEACH TAN, INC.

2. The period of its duration is **perpetual**.

3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

STUART JEFF WEISS
5188 NORTHWEST 51 COURT
FT. LAUDERDALE, FLORIDA 33073

7. The number of directors constituting its initial board of Directors is two (2), whose name and address is as follows:

STUART JEFF WEISS
5188 NORTHWEST 51 COURT
FT. LAUDERDALE, FLORIDA 33073

STEPHEN MOSCOVIC
2841 NORTH OCEAN BOULEVARD
#504
FT. LAUDERDALE, FLORIDA 33308

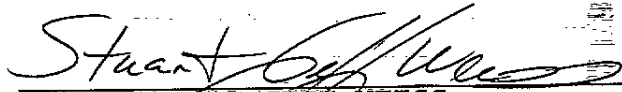
8. The name and address of the initial incorporators is as follows:

STUART JEFF WEISS - 500 SHARES
5188 NORTHWEST 51 COURT
FT. LAUDERDALE, FLORIDA 33073

STEPHEN MOSCOVIC - 500 SHARES
2841 NORTH OCEAN BOULEVARD
#504
FT. LAUDERDALE, FLORIDA 33308

9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

SIGNED ON THE FOLLOWING DATE: 4-8-, 1999.


STUART JEFF WEISS
Registered Agent

FILED
99 APR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Stuart Jeff Weiss

STUART JEFF WEISS
Incorporator

Stephen M. Moscovic

STEPHEN MOSCOVIC
Incorporator

SWORN TO AND SUBSCRIBED

BEFORE ME THIS 8 DAY OF April 1999.

STATE OF FLORIDA }

COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared **STUART JEFF WEISS** and **STEPHEN MOSCOVIC**, who, after first being duly sworn, deposes and says that they are the persons described in and who subscribed to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of their knowledge and belief of **STUART JEFF WEISS** and **STEPHEN MOSCOVIC**.

SWORN TO AND SUBSCRIBED before me this 8 day of

April, 1999.

My Commission Expires:

Loures Lavastida
NOTARY PUBLIC,
STATE OF FLORIDA

