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JOSEPH L. BOLES, JR.

Attorney at Law

120 Charlotte Street
St. Augustine, Florida 32084

Voice: (904) 824-4278
Telefax: (904) 826-0937

May 14, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32031

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-05/17/99-01088-011
*****70.00 *****70.00

RE: Safe Tan of Carolinas, Inc.

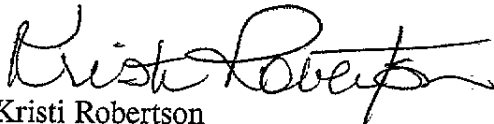
Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Additionally, please find enclosed a check in the amount of \$70.00 representing payment of same.

Please file the enclosed Articles of Incorporation and return a copy to our office in the enclosed self-addressed stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,



Kristi Robertson
Assistant to Mr. Boles

/kwr
enclosures
safe1.99h

FILED
1999 MAY 17 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
1999 MAY 17 PM 12:31

ARTICLES OF INCORPORATION
OF
SAFE TAN OF CAROLINAS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: The name of this corporation is Safe Tan of Carolinas, Inc.

ARTICLE II: The principal place of business and mailing address of this corporation is 1536 San Rafael Way, St. Augustine, FL 32084.

ARTICLE III: The initial number of shares which this corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: The initial registered office of this corporation shall be 120 Charlotte Street, St. Augustine, FL 32084, and the initial registered agent of the corporation at such shall be JOSEPH L. BOLES, JR., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.


ARTICLE V: The corporation is to exist perpetually. The corporation shall be able to engage in any and all businesses that are in accordance with any and all State and/or Federal laws

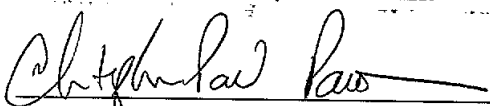
ARTICLE VI: The names and street addresses of the incorporators to these Articles of Incorporation are:

CHRISTOPHER PAUL POWERS
1536 SAN RAFAEL WAY
ST. AUGUSTINE, FL 32084

AMY HAGAN POWERS
1536 SAN RAFAEL WAY
ST. AUGUSTINE, FL 32084

The undersigned have executed these Articles of Incorporation this 4 day of MAY, 1999.


AMY HAGAN POWERS
TITLE: PRESIDENT/TREASURER


CHRISTOPHER PAUL POWERS
TITLE: VICE PRESIDENT/SECRETARY

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.05-1, 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.

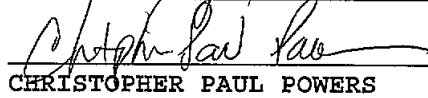
1. The name of the corporation is Safe Tan of Carolinas, Inc.

2. The name and address of the registered agent and office is: JOSEPH L. BOLES, JR., 120 Charlotte Street, St. Augustine, FL 32084.


AMY HAGAN POWERS

TITLE: PRESIDENT/TREASURER

Date: May 4, 1999

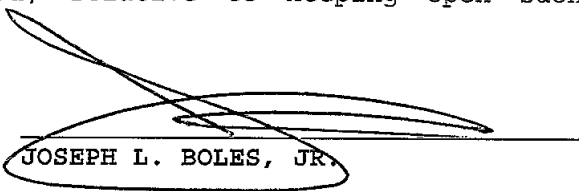

CHRISTOPHER PAUL POWERS

TITLE: VICE PRESIDENT/SECRETARY

Date: May 4, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Safe Tan of Carolinas, Inc. at the place designated in the Articles of Incorporation, JOSEPH L. BOLES, JR. agrees to comply with the provisions of Section 48.091, relative to keeping open such office.


JOSEPH L. BOLES, JR.

Date: 5-13-, 1999