

Aug. 23. 2000P 4:38PM

No. 5768 P. 1 of 3

P990000711904

Florida Department of State
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BASIC AMENDMENT

NAKED TAN, INC.

| | |
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| Certificate of Status | 0 |
| Certified Copy | 1 |
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| Estimated Charge | \$43.75 |

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Amendment

08/24/00 DC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 2000

NAKED TAN, INC.
2805 W BUSCH BLVD STE 206
TAMPA, FL 33618

SUBJECT: NAKED TAN, INC.
REF: P99000071190

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000044230
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No.5769 P. 2

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
NAKED TAN, INC.**

NAKED TAN, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 50,000,000 shares of common capital stock, each with a par value of \$.000001 and 20,000,000 shares of Preferred Stock, each with a par value of \$.000001. Each share of issued and outstanding common capital stock shall entitle the holder thereof to fully participate in all shareholders meetings and to cast one vote on each matter with respect to which shareholders have the rights to vote and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

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3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, by the sole shareholder and sole director of the Corporation having executed a written statement, dated August 22, 2000.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of President this 22 day of August, 2000.

NAKED TAN, INC.

By:


John Gentilella, President

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me, under oath, this 22 day of August, 2000 by John Gentilella, an individual known to me or who has produced as identification, in his capacity as President of Naked Tan, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



Jennifer Riddle
Commission # 00 5594
Expires Aug. 21, 2000
Bonded Through
Atlantic Bonding Co., Inc.

sign

print

Jennifer Riddle
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

208394.1

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