CAPITAL CONNECTION, INC. 071289

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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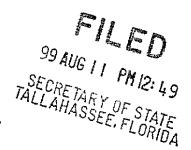
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	Art of Inc. File	
	LTD Partnership File \(\frac{75}{25}\)	
<u></u>	Foreign Corp. File	
_	L.C. FileA	
	Fictitious Name File	
	Trade/Service Mark	
_	Merger File	
	Art. of Amend. File	
	RA Resignation	
	Dissolution / Withdrawal	
	Annual Report / Reinstatement	
	Cert. Copy	
	Photo Copy	
	Certificate of Good Standing	
	Certificate of Status	
_	Certificate of Fictitious Name	
	Corp Record Search	
_	Officer Search	
	Fictitious Search	
	Fictitious Owner Search	
	Vehicle Search	
_	Driving Record	
	UCC 1 or 3 File	
_	UCC 11 Search	
	UCC 11 Retrieval	
	Coming	

ARTICLES OF INCORPORATION

of



PERPETUAL SUN TANNING SYSTEMS, INC.

FIRST:

The name of the Corporation shall be PERPETUAL SUN TANNING SYSTEMS, INC. The principal mailing address of the corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

SECOND:

The purposes for which the corporation is formed are any and all lawful purposes for which a corporation may be formed pursuant to the laws of the State of Florida and the United States.

THIRD:

The corporation shall be authorized and empowered to issue TEN THOUSAND (10,000) shares of common stock.

FOURTH:

The mailing address of the Registered Office of the Corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

FIFTH:

The registered agent for the corporation shall be:

STANLEY A. GOLDSMITH 1605 Main Street, Suite 1001 Sarasota, Florida 34236

SIXTH:

To the incorporators of PERPETUAL SUN TANNING SYSTEMS, INC.:

I understand my obligations as your Registered Agent and hereby accept appointment as your Registered Agent in accordance with F.S. 48.091.

\$/12/55 Date

STANLEY A. GOLDSMITH

SEVENTH:

The initial Board of Directors of the corporation shall consist of two (2) member(s):

Gene A. Sanderfield 4743 Compass Drive Bradenton, Florida 34208 Elizabeth L. Sanderfield 4743 Compass Drive Bradenton, Florida 34208

EIGHTH:

The incorporator of PERPETUAL SUN TANNING SYSTEMS, INC., who by his signature hereby acknowledges the adoption of these Articles of Incorporation, is:

Gene A. Sanderfield 4743 Compass Drive Bradenton, Florida 34208

STATE OF FLORIDA) COUNTY OF SARASOTA) ss:

The foregoing Articles of Incorporation of PERPETUAL SUN TANNING SYSTEMS, INC., were acknowledged before me this 10 day of 1993, by STANLEY A.

GOLDSMITH as registered agent. He is personally known to me or has produced 1993 as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

April R Fullford

* My Commission CC720729

Expires March 1, 2002

Signature of Notary Public

Print Name of Notary Public

I am a Notary Public of the State of

CONDA, and my commission
expires on 31/2002

The foregoing Articles of Incorporation of PERPETUAL SUN TANNING SYSTEMS, INC., were acknowledged before me this 10 day of 1999, by GENE A. SANDERFIELD, as Incorporator. He is personally known to me or have produced FL Drives Licus as identification and did not take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

April R Fullford

My Commission CC720729

Expires March 1, 2002

Print Name of Notary Public

I am a Notary Public of the State of

Cli DA, and my commission

expires on 3 1 200 3