

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302

Phone (904) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P990000 87802

Express Tan, Inc

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-10/05/99--01034--025
*****78.75 *****78.75

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

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

Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT -5 AM 11:58

APPROVED
AND
FILED

APPROVED

99 OCT -5 PM 07:07

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

OS 10/5 9:42

OS 10/5/99

ARTICLES OF INCORPORATION

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
NAME

The name of the corporation shall be:

EXPRESS TAN, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*5812 Littlestone Court
North Fort Myers, FL 33903*

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100)

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*William D. Stevens
5812 Littlestone Court
North Fort Myers, FL 33903*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT -5 AM 11:58

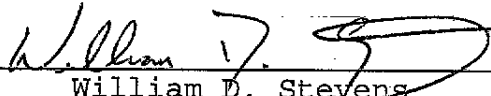
APPROVED
AND
FILED

ARTICLE V
INCORPORATOR(S)

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

William D. Stevens
5812 Littlestone Court
North Fort Myers, FL 33903

The undersigned incorporators have executed these Articles of Incorporation this 29 day of September, 1999.



William D. Stevens

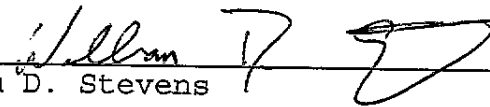
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 **EXPRESS TAN, INC.**
2. The name and address of the registered agent and office is:

**William D. Stevens
5812 Littlestone Court
N. Ft. Myers, FL 33903**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William D. Stevens  9-29-99
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT -5 AM 11:58

APPROVED
AND
FILED