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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
TROPICAL
TANNING ZONE, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 6, 1999

DAVID R. ELLIS

SUBJECT: TANNING ZONE, INC.
REF: W99000023116

*Enclosed is a new
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name:
TROPICAL TANNING
ZONE, INC.*

*WJE
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THE NAME CONFLICT IS THE TANNING ZONE, INC. DOC #P99000088213.

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Naysa Culligan
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
TROPICAL TANNING ZONE, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby undertake to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:
TROPICAL TANNING ZONE, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

1875 East Bay Drive
Pinellas County
Largo, FL 33771

and the name of the initial registered and resident agent of this Corporation at that address is David A. Ray, Jr.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

1875 East Bay Drive
Pinellas County
Largo, FL 33771

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

David A. Ray, Jr.
Jeanne L. Ray
1875 East Bay Drive
Largo, FL 33771

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ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles are as follows:

David A. Ray, Jr.
1875 East Bay Drive
Largo, FL 33771

ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on October 6, 1999.


David A. Ray, Jr.

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 10/6/99


David A. Ray, Jr.

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