

99000092968

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/19/99--01053--005
****122.50 *****78.75

SUBJECT: TROPICS TANNING, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$122.50 (Filing Fee & Certified Copy).

FROM:

Brian Schafler
5387 SW 120th Ave.
Cooper City, Florida 33330
phone: (954) 434-9117

FILED

99 OCT 18 PM 5:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

TROPICS TANNING, INC.

ARTICLE I - NAME

The name of this corporation is TROPICS TANNING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 5387 SW 120th
AVE. COOPER CITY, FLORIDA 33330

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these articles
are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of indoor tanning, selling of tanning
products and to conduct any other lawful business activity.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of One
(\$1.00) Dollar par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5387 120th
Ave., Cooper City, FL 33330 and the name of the initial registered agent of this
corporation at that address is Brian Schafner

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ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is Brian Schafner, 5387 SW 120th Ave., Cooper City, FL 3330.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: Brian Schafner 5387 SW 120TH AVE., Cooper City, FL 33330.

ARTICLE IX - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualify:

Brian Schafner: President/Treasurer/Secretary

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - FISCAL YEAR

This corporation's Fiscal year shall be the calendar year.

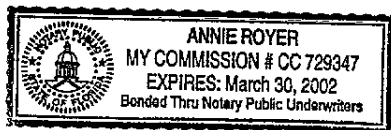
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of October, 1999


Brian Schafler

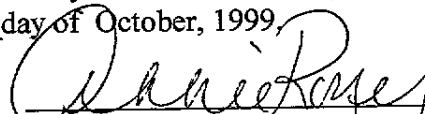
STATE OF FLORIDA :
SS
COUNTY OF BROWARD :

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Brian Schafler, know to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed these Articles of Incorporation.

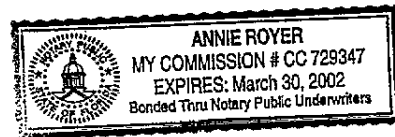
IN WITNESS WHEREOF, have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of October, 1999,



[NOTARY SEAL]


Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in
compliance therewith:

That Tropics Tanning, Inc. designates the name and address of its registered agent
to accept services of process within this State as follows:

Brian Schafner
5387 SW 120th Ave
Cooper City, Florida 3330

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation,
at the above-stated address in this State, I hereby accept the appointment as registered
agent and agree to act in the capacity. I further agree to comply with the provisions of all
statutes relating to proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.

By: Brian Schafner
Brian Schafner

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing certificate was sworn to and acknowledge before me
this 12th day of October, 1999.

Annie Royer
Notary Public, State of Florida

(NOTARY SEAL)

My Commission expires: 3/30/02

