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Requester's Name

Heather L. Coulson  
370 Raquette Court  
Merritt Island, FL 32953

City/State/Zip

Phone #

800003042199--5  
-11/12/99--01030--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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99 NOV 12 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in       Pick up time \_\_\_\_\_
- Mail out       Will wait       Photocopy       Certified Copy
- \_\_\_\_\_       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

11-15  
2000

ARTICLES OF INCORPORATION

OF

DOWN UNDER TAN, INC.

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TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby desire to form a corporation, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME: The name of this corporation shall be:

DOWN UNDER TAN, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS: The general nature of the business and the objectives and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as a natural person might or could do, viz.:

- (a) To provide nail services.
- (b) To provide tanning services.
- (c) To take, acquire, buy, hold, own, maintain, work, plat, develop, sell, convey, lease, mortgage, exchange, improve, and otherwise deal in and dispose of real estate and real property, or any of the rights in and appurtenant thereto, improved or unimproved, of any kind or nature whatsoever.

- (d) To act as agent for others, to manage properties of others, to collect and pay over rental and other payments to others, to manage the business affairs in connection with the properties and/or businesses of others.
- (e) To subscribe for, take, acquire, hold, exchange or deal in shares, stocks, bonds, obligations or securities of any governmental authority, individuals, or corporations.
- (f) To make and carry out contracts for itself and as managing agent for others of whatever kind and nature and to conduct all business pertinent thereto.
- (g) Generally, to make and perform all contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partner-ship or natural person could do or exercise, and which are now or hereafter may be authorized by law, and generally, to do and perform all things necessary or incidental to the performing or carrying out of the powers herein specifically delegated or implied.

### ARTICLE III

CAPITAL STOCK: This corporation shall be authorized one hundred (100) shares of capital stock, no par value, which said stock shall be voting, and which said stock shall be entitled to any and all dividend payments whatsoever which may be declared and paid by the corporation during its existence.

The foregoing capital stock shall be fully paid & nonassessable, and the consideration for all such stock shall be payable in cash, property, labor or services and

the valuation of such property, labor or services shall be properly fixed by the Board of Directors at a meeting called by such Board of Directors.

#### ARTICLE IV

LOCATION: The Principal location of business of said corporation shall be 4075 Shuttle Court, Merritt Island, Florida 32953, with the privilege of having branch offices at any other place within and without the State of Florida.

#### ARTICLE V

PRINCIPAL OFFICE: The Principal office of the corporation shall be at 4075 Shuttle Court, Merritt Island, Florida 32953.

#### ARTICLE VI

NUMBER OF DIRECTORS: The number of directors of this corporation shall be not less than one (1) nor more than nine (9).

#### ARTICLE VII

THE AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS: The amount of capital with this corporation shall commence business is Two Hundred and Fifty (\$250.00) Dollars.

#### ARTICLE VIII

EXISTENCE: The corporation shall have perpetual existence.

#### ARTICLE IX

BOARD OF DIRECTORS AND OFFICERS: The names and address of the first Board of Directors and officers of this corporation for the first year or until successors are chosen, shall be:

Heather L. Coulson  
President/Director

4075 Shuttle Court  
Merritt Island, FL 32953

Christine A. Coulson  
Vice President

370 Raquette Court,  
Merritt Island, FL 32953

ARTICLE X

NAME, ADDRESS, SUBSCRIPTION AND NUMBER OF SHARES: The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

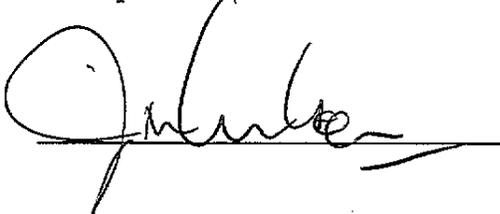
<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
Heather L. Coulson	50	4075 Shuttle Court, Merritt Island, FL 32953
Christine A. Coulson	50	370 Raquette Court, Merritt Island, FL 32953

ARTICLE XI

STOCKHOLDERS' AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees' agreements as they may see fit, wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustees' agreements, such provision not to be contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to acknowledge the foregoing Articles of Incorporation, to be filed in the office of the Secretary of State, this 9<sup>th</sup> day of November, 1999.

In the presence of:



Heather L. Coulson  
Incorporator



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

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In pursuance of Chapter 48.019, Florida Statutes, the following is submitted, in compliance with said Act:

First-- DOWN UNDER TAN, INC. desiring to organize under the law of the State of Florida with its principal office, as indicated in the Article of Incorporation, in the unincorporated Merritt Island, County of Brevard, State of Florida, has named Heather L. Coulson, 4075 Shuttle Court, Merritt Island, Florida, 32953 as its agent to accept service of process within the State.

ACKNOWLEDGE:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Heather L. Coulson  
(Registered Agent)

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99 NOV 12 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310