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01/08/2001	200100600674	DOMESTIC ARTICLES/FOR PROFIT (ARF)	85.00	.00	.00	.00	.00

Receipt

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AMER CUNNINGHAM BRENNAN CO., L.P.A.
ATTN S HILL
159 S. MAIN ST 6TH FLOOR
AKRON, OH 44308-1322

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****1199803**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CINCINNATI TAN COMPANY, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200100600674

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of December,
A.D. 2000.

J. Kenneth Blackwell
Ohio Secretary of State

**ARTICLES OF INCORPORATION
OF
CINCINNATI TAN COMPANY, INC.**

(A Corporation governed by a Closed Corporation Agreement)
(Pursuant to Section 1701.591 O.R.C.)

The undersigned, a majority of whom are citizens of the United States of America, and the State of Ohio, desiring to form a Corporation for profit under the General Corporation Law of Ohio, and to adopt a Closed Corporation Agreement pursuant to Section 1701.591 of the Ohio Revised Code, do hereby certify and agree as follows:

FIRST: The name of the Corporation shall be **CINCINNATI TAN COMPANY, INC.**

SECOND: The place in the State of Ohio where the Corporation's principal office is to locate is 130 E. Main Street, Eaton, Preble County, Ohio (45320).

THIRD: The purpose of which it is formed is to engage in the general business of providing tanning services, promoting personal health, beauty and well being services, and to do all things that are normally performed and are necessary as to the operation of a tanning salon.

In addition thereto, the Corporation shall have the following authorities:

To sue and be sued, contract and be contracted with, in its Corporate name;

To adopt, use and at will alter a common seal;

To purchase, acquire, hold, convey, lease, mortgage or dispose of property, real or personal, tangible and intangible;

To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures, and other operations and evidences of indebtedness, payable at all specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured;

To purchase, acquire guarantee, hold and dispose of the shares, bonds and other evidences of indebtedness or contracts of any corporation, domestic or foreign;

To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any persons, firms, associations, or corporation; to pay for the same in cash, the stock of this Corporation, bonds, or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the power necessary to convenient in and about the conduct and management of such business.

To apply for purchase or in any manner to acquire, and to hold, own, use and operate, and to sell, or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements, and processes used in connection with or secured under letter patent or copy rights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them;

To carry on any or all of its operations and business, and to promote its objects within the State of Ohio, or elsewhere, without restrictions as to place or amount;

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SECRETARY OF STATE

To carry on any or all of its operations and business, and to promote its objects within the State of Ohio, or elsewhere, without restrictions as to place or amount.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, alone or in company with others.

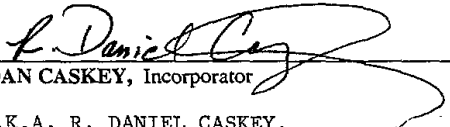
None of these subclauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first paragraph on this statement of purpose, but the Corporation shall have full powers to exercise all or any of the powers conferred by any part of this statement of purposes, in any part of the world, and notwithstanding that the business, undertaking, property, or acts proposed to be transacted, acquired, dealt with or performed, do fall within the objects set forth in the first paragraphs of this statement of purposes.

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is 750 shares, all of which shall be common shares without par value.

FIFTH: The undersigned, **DAN CASKEY**, being the intended sole shareholder of the Corporation, does hereby adopt and assent to the following Closed Corporation Agreement.

1. This Agreement shall be governed by Section 1701.591 of the Revised Code of Ohio.
2. The Corporation shall have no Board of Directors.
3. The Corporation shall have no Code of Regulations.
4. Shareholders shall have the authority to execute, acknowledge, or certify, any instrument required for any purpose to be executed, acknowledged, or certified by the holders of two or more offices of a Corporation.
5. The execution of any instrument by Shareholders on behalf of the Corporation shall be the only act required to make such instrument binding on the Corporation and all persons dealing with the Corporation may rely thereon without further inquiry.
6. This Agreement shall be effective upon the issuance of shares of the Corporation to Shareholders.
7. This Corporation will commence doing business on the 15th day of December 2000.

IN WITNESS WHEREOF, the incorporator has hereunto subscribed his name this 15th day of December, 2000.


DAN CASKEY, Incorporator

A.K.A. R. DANIEL CASKEY,

GENERAL APPOINTMENT OF AGENT**OHIO CORPORATION****Section 1701.07 Revised Code**

The undersigned, being at least a majority of the incorporators of **CINCINNATI TAN COMPANY, Inc.** hereby appoint **MARIA L. SPENCER**, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

Her complete address is 130 East Main Street, P.O. Box 267, Eaton, Ohio 45320.

CINCINNATI TAN COMPANY, Inc.

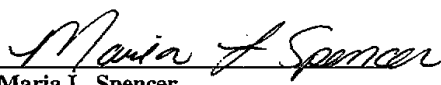

DAN CASKEY, Incorporator

A.K.A. R. DANIEL CASKEY,

Eaton, Ohio

CINCINNATI TAN COMPANY, INC.

Gentlemen: I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.


Maria L. Spencer