

333 2616

Receipt Number: 1343605

File Number **DB048564**



ARTICLES_OF_INCORPORATION

For

PERFECT TAN, INC.

Filed at the request of:

ROBERT M RONAYNE
RONAYNE AND WEIN LLP
PO BOX 759
ABERDEEN SD 574020759

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Wednesday, July 28, 2004**

Chi Nelson

Secretary of State

Fee Received: \$125.00, \$20 expedited

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

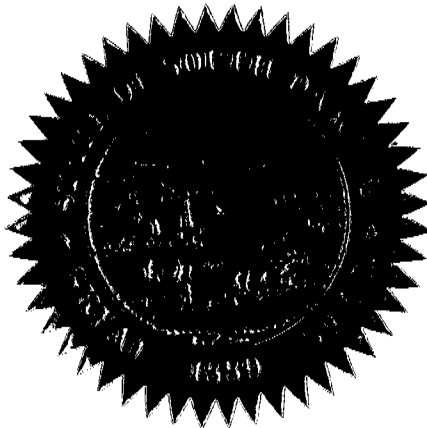
Certificate of Incorporation Business Corporation

ORGANIZATIONAL ID #: DB048564

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of **PERFECT TAN, INC.** duly signed and verified, pursuant to the provisions of the South Dakota Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this July 28, 2004.



Chris Nelson

Chris Nelson
Secretary of State

RECEIVED

JUL 28 '04

S.D. SEC. of STATE

333 2618 Filed 28th July 2004

ARTICLES OF INCORPORATION
OF
PERFECT TAN, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Candy Gauer, of Aberdeen, South Dakota, for myself, my associates and successors, have associated for the purpose of forming a corporation under and by virtue of the statutes and laws of the State of South Dakota, and hereby certify and declare as follows:

First: The name of the Corporation shall be Perfect Tan, Inc., 516 Moccasin Drive, Aberdeen, South Dakota 57401.

Second: The corporation's initial registered agent shall be Candy Gauer, and the registered office shall be, 516 Moccasin Drive, Aberdeen, South Dakota 57401; that by execution of these Articles of Incorporation the initial registered agent does hereby give her written consent to the appointment thereto.

Third: The term for which this corporation shall exist is perpetual.

Fourth: The purpose or purposes for which the corporation is formed are:

A. To own and operate a tanning salon and to sell tanning packages and tanning products on a retail and wholesale level and to purchase, sell, import, export, and otherwise deal in such items, and to buy, sell and lease assets of all kinds and without limitations whatsoever; and to do and engage in all activities directly and indirectly advisable for the general purposes of the corporation, and to engage in any and all lawful activities as authorized by S. D. Codified Laws Ann. Chapters 47-2 to 47-9, and amendatory acts thereto.

B. To generally conduct business as a tanning salon, and to own and operate a wholesale, retail, and service establishment, and to own, lease, purchase and sell real and personal property.

C. To buy, sell and invest in various enterprises dissimilar to a tanning salon for the purpose of providing fiscal diversification.

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D. This corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted by the Business Corporation Act of the State of South Dakota, to corporations thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory of or supplemental to that Act, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by that Act now or hereafter in force; provided, however, that nothing herein contained shall be deemed to exercise any power, or to do any act which a corporation formed under that Act may not at the time lawfully carry on or do.

Fifth: The amount of the capital stock of the Corporation shall be and is Twenty-five Thousand, and no/100 Dollars (\$25,000.00) which shall be divided into Twenty-five Thousand (25,000) shares of common stock of a par value of One and no/100 Dollar (\$1.00) each, fully paid; and such shares of the capital stock in the Corporation may be issued from time to time for cash, or property, or labor, or as may be determined from time to time by the Board of Directors.

- A. The holder of each share of common stock shall be entitled to one (1) vote for each share of stock which he or she owns.
- B. The Corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

Sixth: The number of Directors in this Corporation shall be not less than one (1) Director, nor more than five (5) Directors, as may be fixed by the Bylaws, and the names and residence of such who are to serve until the election of their successors are as follows:

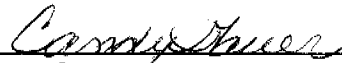
Candy Gauer
516 Moccasin Drive
Aberdeen, SD 57401.

Seventh: The private property of the stockholders of the Corporation shall not be subject to the payment of, and no stockholder shall be individually responsible for, the corporate debts, except for such amount as may remain unpaid on his or her subscription to the capital stock.

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Eighth: To the fullest extent permitted by S. D. Codified Law Ann., as same exists, or may hereafter be amended, the director of this corporation may not be personally liable to this Corporation, its shareholders, members, or policyholders, for monetary damages or breach of fiduciary duties as a director.

IN WITNESS WHEREOF, we have hereunto set our hands this 27th day of July, 2004.

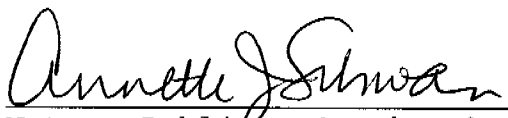

Candy Gauer

STATE OF SOUTH DAKOTA)
 ss
COUNTY OF BROWN)

BE IT REMEMBERED, that on this 27th day of July, 2004, before the undersigned, personally appeared the above named, Candy Gauer, well and personally known to me to be the same person described in and who executed the foregoing instrument and severally acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the county, the day and year last written above.

(SEAL)


Notary Public - South Dakota

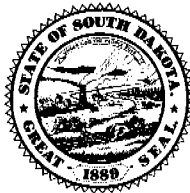
My Commission Expires: 9-6-08

Candy Gauer, being duly sworn, deposes and says: That she is the person described in and who signed the foregoing Articles of Incorporation as incorporator therein; that she has read said Articles and know the contents thereof; that the incorporator intends in good faith to form a corporation for the purpose of the promotion of a lawful business as set forth in said Articles, and not for the purpose of enabling any corporation or corporations to avoid the provisions of Chapter 37-1, South Dakota Codified Laws Ann., of the State of South Dakota, relating to unlawful trusts and combinations and laws amendatory thereto.

Candy Gauer
Candy Gauer

347 6658 11/15/2006

State of South Dakota



OFFICE OF THE SECRETARY OF STATE Certificate of Administrative Dissolution

(DB, DF, DL, CO, NS, CH)

I, **Chris Nelson**, Secretary of State of the State of South Dakota, by virtue of the authority vested in me by SDCL 47-1A-1421, § 47-18-16.4, § 47-34A-810 and § 47-24-13.2 hereby Administratively Dissolve the below named for failure to file the annual report when due.



* D B 0 4 8 5 6 4 *

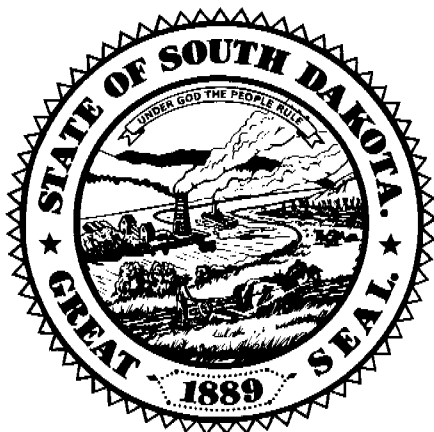
DB048564

PERFECT TAN, INC.

GAUER, CANDY

516 MOCCASIN DRIVE

ABERDEEN SD 57401-5059



IN TESTIMONY WHEREOF, I
have hereunto set my hand and
affixed the Great Seal of the State of
South Dakota, at Pierre, the Capital,
this November 6, 2006.

Chris Nelson
Secretary of State

Litho. in U.S.A.

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347 6657

State Capitol Suite 204
500 East Capitol Avenue
Pierre SD 57501-5070

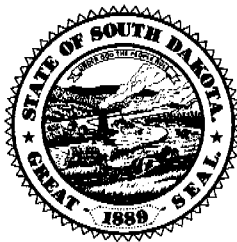
605-773-4845



DB048564

GAUER, CANDY
PERFECT TAN, INC.
516 MOCCASIN DRIVE
ABERDEEN SD 57401-5059

Secretary of State



Chris Nelson
Secretary of State

Chad Heinrich
Deputy

August 11, 2006

DOMESTIC AND FOREIGN DELINQUENT NOTICE OF PENDING ADMINISTRATIVE DISSOLUTION OR REVOCATION

This letter is being sent pursuant to SDCL and is notification that the annual report on behalf of the above named entity that was due during the anniversary month of incorporation or qualification in South Dakota has not yet been filed. The referenced delinquent report may be the report that was due in 2005 or May through July 2006. Organizational information, date of filing and status is available on our web site at www.sdsos.gov.

The annual report form for each year delinquent must be filed with the Secretary of State PRIOR to November 1, 2006 together with the appropriate fee and penalty. Failure to file a correct report together with the fees prior to that date will result in Administrative Dissolution or Revocation.

SOUTH DAKOTA ENTITIES The annual report form was previously mailed to the registered office address listed with our office.

FOREIGN (OUT-OF-STATE ENTITIES) The previous annual report form was mailed directly to the corporation, but because the report was not filed we are required to notify the registered agent at this time. Please forward this notice to the corporation for prompt attention.

If the registered agent and/or address have changed, the law requires a Statement of Change of Registered Agent and Address form to be filed along with the additional filing fee.

The annual report form, the statement of change form and access to all South Dakota Laws regarding this notice may be obtained from our web site at the following address www.sdsos.gov or by contacting the Secretary of State's Office, Corporate Division at 605-773-4845.

If the report was previously submitted to our office and we returned it for further information, please promptly resubmit the completed form. The deadline for filing is November 1, 2006 with no extensions given. Also note, that reports received in our office after August 7, 2006 may not have been updated on the computer prior to this delinquent notice.

Thank you for your prompt attention to this matter.

Corporations Division
Office of the Secretary of State
Phone: 605-773-4845
www.sdsos.gov