

CERTIFICATE OF INCORPORATION
OF

SUN VALLEY SUN CENTER, INC.

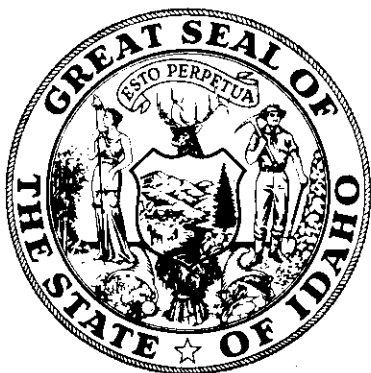
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SUN VALLEY SUN CENTER, INC.

duly signed pursuant to the provisions of the Idaho 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 issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **August 6, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

My J. Clark

AUG 6 10 35 AM '84
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SUN VALLEY SUN CENTER, INC.

We, the undersigned natural persons, over the age of twenty-one years, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is SUN VALLEY SUN CENTER, INC.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSES

The purpose or purposes for which the corporation is organized are:

A. To generally engage in the business of the provision of tanning, skin care and other personal services, and to do any acts in the judgment of the officers of this corporation, deemed necessary to the conduct of said business.

B. To own, purchase, sell, lease or otherwise deal in real and personal property of any nature whatsoever, wherever located in conjunction with the operation of said business.

C. To lease, buy, sell, use, mortgage, improve and otherwise deal in all types of property, real and personal, as may be necessary or appropriate in connection with the business of the corporation, including, but not limited to, becoming a partner or joint adventurer in undertakings of all types.

D. In addition to the foregoing purposes, the corporation may also engage in any and all other lawful acts, that presently or in the future, may legally be performed by a corporation organized under the laws of the State of Idaho.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is 200,000 common shares, at no par value. All shares issued by the corporation shall be fully paid, nonassessable and shall have equal rights.

ARTICLE V

RIGHT TO PURCHASE SHARES

A. The corporation shall have the right to purchase its own shares to the extent of its unreserved and unrestricted earned surplus and also to the extent of its unreserved and unrestricted capital surplus in accordance with a resolution adopted by its Board of Directors.

B. The Board of Directors of the corporation may designate such committee or committees as it determines in accordance with the law to exercise such authority as the Board of Directors shall delegate in the resolution designating such committee or committees.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 131 West Fourth Street, Post Office Box 4105, Ketchum, Idaho 83340, and the name of the initial registered agent at that address is Carolyn J. Stroh.

ARTICLE VII

PREEMPTIVE RIGHTS, CUMULATIVE VOTING

The shareholders shall have the preemptive rights to acquire additional securities of the corporation. Cumulative voting by shareholders shall be allowed at any election of directors of the corporation.

ARTICLE VIII

DIRECTORS

The corporation shall have a minimum of three (3) and a maximum of nine (9) directors as shall be set by the By-Laws of the corporation. Until their successors are duly elected and qualified, the original directors shall be the following:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn J. Stroh	Post Office Box 4105 Ketchum, Idaho 83340
Karyn Forsyth	Post Office Box 4105 Ketchum, Idaho 83340
Brian J. Barsotti	Post Office Box 2226 Ketchum, Idaho 83340

ARTICLE IX

INCORPORATORS

The incorporators of the corporation are the following:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn J. Stroh	Post Office Box 4105 Ketchum, Idaho 83340
Karyn Forsyth	Post Office Box 4105 Ketchum, Idaho 83340
Scott W. Hansen	Post Office Box 3540 Ketchum, Idaho 83340

ARTICLE X

INDEMNIFICATION

As the Board of Directors may from time to time provide in the By-Laws, the corporation may indemnify its officers, directors, agents and other persons to the full extent now or hereafter permitted by the laws of the State of Idaho.

IN WITNESS WHEREOF, the above-named incorporators have executed these Articles of Incorporation this 1st day of AUGUST, 1984.

Carolyn J. Stroh
Carolyn J. Stroh

Karyn Forsyth
Karyn Forsyth

Scott W. Hansen
Scott W. Hansen

STATE OF IDAHO)
) ss.
County of Blaine)

On this _____ day of _____, in the year 1984, before me, a Notary Public in and for said County and State, personally appeared Carolyn J. Stroh, Karyn Forsyth, and Scott W. Hansen, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

NOTARY PUBLIC FOR IDAHO
Residing at: _____