

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

SUN SPA, INC.

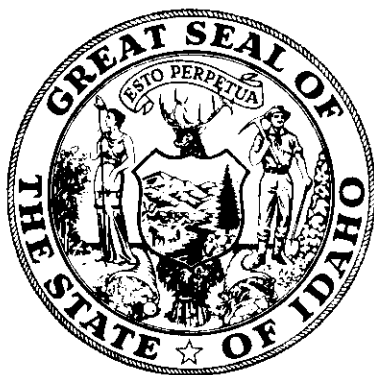
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SUN SPA, 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 March 6, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

MAR 6 9 46 AM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SUN SPA, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is SUN SPA, INC.

SECOND: The period of its duration is perpetual.

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

1. To conduct a safe indoor tanning business.
2. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is five hundred (500) shares of the par value of One Hundred Dollars (\$100.00).

FIFTH: The address of the initial registered office of the corporation is 250 South Beechwood Avenue, Boise, Idaho 83709, and the name of the initial registered agent at such address is Gerhard Borbonus.

SIXTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Lee W. Atkins

2115 Denell Way
Boise, ID 83709

Gerhard Borbonus

3200 Catalina Lane
Boise, ID 83704

SEVENTH: The name and address of each incorporator
is:


Lee W. Atkins

2115 Denell Way
Boise, ID 83709

Gerhard Borbonus

3200 Catalina Lane
Boise, ID 83704

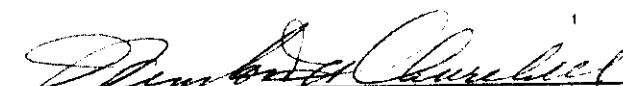

LEE W. ATKINS


GERHARD BORBONUS

STATE OF IDAHO)
) ss.
County of Ada)

On this 5th day of March, 1980, before me, a Notary Public in and for said state, personally appeared LEE W. ATKINS and GERHARD BORBONUS, known 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 Boise, Idaho