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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is ISLAND TANNING SALON, INC.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on MAY 21, 2003, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[ Insert Amendment(s) ]

*(If additional space is required, please list on separate attachment)*

**THE NAME OF THE CORPORATION SHALL BE CHANGED FROM "ISLAND TANNING SALON, INC." TO "ISLAND SUN TANNING CORPORATION".**

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3. The number of shares of the corporation outstanding at the time of such adoption was 2,000; and the number of shares entitled to vote thereon was 1,000.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

<u>Class</u>	<u>Number of Shares</u>
<u>NONE</u>	

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5. The number of shares voted for such amendment was 1,000; and the number of shares voted against such amendment was -0-

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

NONE	Class	Number of Shares Voted	
		For	Against
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

**NO CHANGE**

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

**NO CHANGE**

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective **IMMEDIATELY UPON FILING**  
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: 6/26/03

**ISLAND TANNING SALON, INC.**  
Print Corporate Name

By Louann Lawrence  
 President or  Vice President (check one)

**AND**  
By Eric M. Johnson  
 Secretary or  Assistant Secretary (check one)

STATE OF RHODE ISLAND  
COUNTY OF NEWPORT

In PORTSMOUTH, on this 26<sup>th</sup> day of JUNE, 2003 personally appeared before me Mr. Johnson and Ms. Lawrence who, being by me first duly sworn, declared that he/she is the Sec. Pres. of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]  
Notary Public  
My Commission Expires: 8-14-04