

Date: 4/16/2009

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PO7000012637

Florida Department of State
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DIVINE SKIN, INC.

Certificate of Status	0
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Estimated Charge	\$43.75

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TALLAHASSEE, FLORIDA

Amended & Restated

TB 4-16-09

Fax Audit # (((H09000090667 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF DIVINE SKIN, INC.**

Pursuant to Section 807.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Directors of **Divine Skin, Inc.** (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 6, 2007, Document No. P07000012637.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its shareholders on January 13, 2009. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I
NAME**

The name of the Corporation is Divine Skin, Inc.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

1680 Meridian Avenue, Suite 301
Miami Beach, Florida 33139

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Three Hundred Thirty Million (330,000,000) shares, of which:

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(i) Three Hundred Million (300,000,000) shares shall be designated Common Stock, \$0.001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

(ii) Thirty Million (30,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 1680 Meridian Avenue, Suite 301, Miami Beach, Florida 33139. The name of the Corporation's registered agent at that office is: Derryl Godsoe.

ARTICLE VII INITIAL DIRECTORS

The initial directors of the Corporation shall be Daniel Khesin and Leonid Smirnov.

ARTICLE VIII AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

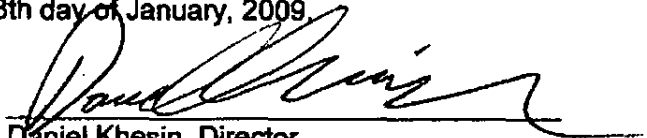
ARTICLE X INDEMNIFICATION

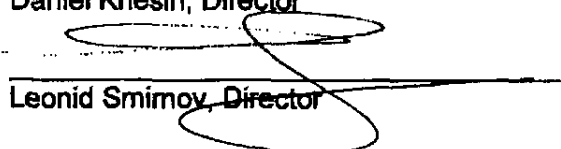
The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

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THIRD: The foregoing amendments were adopted by all of the Directors and the majority holders of the Common stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on January 13, 2009. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13th day of January, 2009.



Daniel Khesin, Director

Leonid Smirnov, Director