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Florida Department of State
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DIVINE SKIN, INC.**

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November 6, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DIVINE SKIN, INC.
1602 ALTON ROAD
NO. 374
MIAMI BEACH, FL 33139

SUBJECT: DIVINE SKIN, INC.
REF: P07000012637

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

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned, being the President of DIVINE SKIN, INC., a Florida corporation (the "Corporation"), bearing Document Number P07000012637, do hereby submit these Articles of Amendment for the purpose of amending the Corporation's Articles of Incorporation as follows:

FIRST: Article I of the Corporation's Articles of Incorporation shall be amended and restated in its entirety as follows:

"The name of the Corporation is **DS Healthcare Group, Inc.**"

SECOND: Article V of the Corporation's Articles of Incorporation shall be amended to include the following:

"Effective November 21, 2012 and on the date of filing of this Articles of Amendment with the Secretary of State of the State of Florida, every TEN (10) issued and outstanding shares of the Corporation's previously authorized Common Stock, par value \$0.001 per share (the "Old Common Stock") shall be reclassified and converted into one (1) validly issued, fully paid and nonassessable share of Common Stock, par value \$0.001 (the "New Common Stock"). Each certificate representing shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person of record on November 20, 2012, holding a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled. No cash will be paid or distributed as a result of aforementioned reverse stock split of the Corporation's Common Stock, and no fractional shares will be issued. All fractional shares, which would otherwise be required to be issued as a result of the stock split, will be rounded up to the nearest whole share."

THIRD: The foregoing amendments were adopted by unanimous written consents of the board of directors dated September 12, 2012 and November 7, 2012 and by written consents of the holders of a majority of the issued and outstanding common stock of the of the Corporation dated September 12, 2012. 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 Articles of Amendment on November 7, 2012.


DANIEL KRIESIN, President

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