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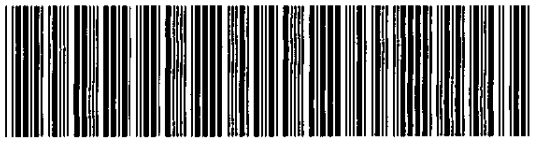
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 22 2009

D.A. WHITE

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BODY EXCHANGE INTERNATIONAL, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ $70.00
Filing Fee

~~Filing Fee~~
& Certificate of Status

☒ $78.75
Filing Fee
& Certified Copy

☐ $87.50
Filing Fee,
Certified Copy
& Certificate of Status

~~ADDITIONAL COPY REQUIRED~~

FROM: MICHAEL CHOCOBEL
Name (Printed or typed)

4300 BISCAYNE BLVD STE 205
Address

MIAMI FL 33137
City, State & Zip

305 438 9888
Daytime Telephone number

CHOCOBEL@AOL.COM
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

PLEASE MAIL all CERTIFIED ARTICLES & COPIES TO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BODY EXCHANGE INTERNATIONAL, INC.

ARTICLE I

NAME

The name of this Corporation is BODY EXCHANGE INTERNATIONAL, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 937 Washington Avenue, Miami Beach, FL 33139.

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue, 100 shares of $1.00 par value common stock, which shall be designated "Common Shares." The holders of the Common Shares shall have voting rights of one vote per share, except as otherwise provided by applicable law, or unless such shares shall be issued by the Corporation as Nonvoting Common Shares.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder of Common Shares, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which such new stock is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 937 Washington Avenue, Miami Beach, FL 33139 and the name of the initial registered agent of this Corporation at that address is BARAK GRANOT. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws. The name and address of the initial director of this corporation is as follows:

Name	Address
BARAK GRANOT	937 Washington Avenue *Miami Beach, FL 33139*

ARTICLE IX

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE X

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation, unless otherwise herein provided.

ARTICLE XI

CLASSES OF DIRECTORS

The By-laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

These Articles of Incorporation may only be amended by a two thirds vote of the shareholders. The Board of Directors shall adopt By-laws for the Corporation. The By-laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-laws.

ARTICLE XIII

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XIV

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XV

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

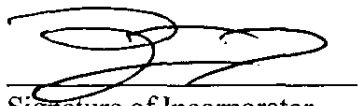
ARTICLE XVI

INCORPORATOR

The name and address of the incorporator signing these Articles is:

BARAK GRANOT
937 WASHINGTON AVENUE
MIAMI BEACH, FL 33139

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 2nd day of March, 2009.



Signature of Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the Corporation is BODY EXCHANGE INTERNATIONAL, INC.

2. The name and address of the registered agent is as follows:

BARAK GRANOT
937 WASHINGTON AVENUE
MIAMI BEACH, FL 33139

2nd of March 2009
Date

BARAK GRANOT
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THIS PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

2nd of March 2009
Date

BARAK GRANOT
Registered Agent