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FLORIDA PROFIT CORPORATION OR P.A.

devine, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 26, 2003

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
THE DEVINE SPA, INC.

I, the undersigned subscriber to these Articles of Incorporation, being natural competent to contract, hereby form a corporation, pursuant to Chapter 607, Florida Statute, as currently and as shall hereafter be in force and effect; and to the extent that the aforementioned provisions of Chapter 607, Florida Statutes, are not in conflict therewith.

ARTICLE I
NAME

OFFICE No.
8-25-03

THE name of this corporation is: THE DEVINE SPA, INC.

ARTICLE II
NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock the corporation is authorized to have issued and outstanding at any one time is One Thousand shares of non-assessable common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

PETER P. PARISI, CPA, PA
4045 N.W. 16TH STREET SUITE 111
Ft. Lauderdale, Florida 33313
(954) 655-8384

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ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall commence business is not less than One Hundred Dollars and No/100 (\$100.00).

ARTICLE V
TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE VI
ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is: 237 ALMOND AVENUE, FT. LAUDERDALE, FL. 33301. The corporation, may move its principal office place within and without the State of Florida.

ARTICLE VII
MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors. Whenever the context requires, the stockholders shall be deemed Directors of the corporation for the purposes of applying Chapter 607, Florida Statutes. Any action required or permitted by Chapter 607, Florida Statutes to be taken by the Directors or the stockholders shall be taken upon a vote of a majority of the issued and outstanding shares of which he, she or it's recorded owner.

ARTICLE VIII
SUBSCRIBER

The name, street address and number of shares subscribed for by the initial subscribers of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
SHLOMO ELTES	400 E. 15TH. AVENUE APT.2 FT. LAUDERDALE, FLORIDA 33301	1000

The initial subscribers certify that the consideration for which they have subscribed is not less than the amount of capital with which the corporation will begin business as set forth in Article IV thereof.

ARTICLE IX
BOARD OF DIRECTORS-MEMBERS

The name and street address of each of the members of the Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SHLOMO ELTES	400 E. 15TH. AVENUE APT. 2 FT. LAUDERDALE, FLORIDA 33301

Unless otherwise provided by the Articles of Incorporation or by-law's each member of the initial Board of Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed or have qualified.

ARTICLE X
EXISTENCE

The corporation shall exist on the 25th. day of August 2003 which date being the day on which the subscribers to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

ARTICLE XI
INITIAL REGISTERED AGENT

The initial registered agent shall be PETER P. PARISI, and his address is 4045 N.W. 16TH. Street, Suite 111, FT. LAUDERDALE, FL. 33313.

ARTICLE XII
AMENDMENTS

The corporation may amend or repeal any provision, part or parts of these Articles of Incorporation upon an affirmative vote of a majority of the issued and outstanding stock at duly constituted shareholders meeting.

ARTICLE XIII
BY-LAWS AND STOCKHOLDERS AGREEMENTS

The stockholders shall have the power to make, amend or repeal By-Law's or a stockholder's agreement in place of By-Law's concerning all matters and things so long as such By-Law's or stockholder's agreement are not in conflict with these Articles of Incorporation as they are now or hereafter in force and effect.

IN WITNESS WHEREOF, I, the undersigned subscriber being the original subscribers to the capital stock herein above described for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of DEVINE, INC., hereby declaring and certifying that the fact herein contained are true, and do agree to take the number of shares herein above set forth and hereunto set my hand and seal this 25th. day of AUGUST 2003.

Shlomo Eltes

SHLOMO ELTES, PRES./SEC.

(5)

TOTAL P.08

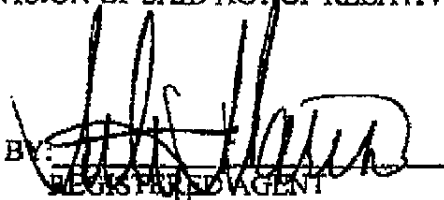
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In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act.

FIRST THE DEVINE SPAIN^{CO}. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF FORT LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA HAS NAMED PETER P. PARISI LOCATED AT 4045 N.W. 16TH STREET, SUITE 111, CITY OF FT. LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT OF RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: 
REGISTERED AGENT
PETER P. PARISI

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TALLAHASSEE, FLORIDA
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