

P09000095101

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

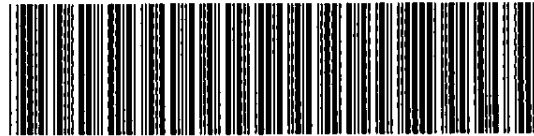
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W09-50215

Office Use Only



800162472258

11/12/09--01005--014 \*\*78.75

RECEIVED

09 NOV 12 AM 11:02

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

09 NOV 19 AM 11:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bodywell, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2.00 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

### NEW FILINGS

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

### OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 13, 2009

LAZARUS

SUBJECT: BODYWELL, INC.  
Ref. Number: W09000050215

We have received your document for BODYWELL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation **if a 2010 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II

Letter Number: 509A00035468

APPROVED  
AND  
FILED

09 NOV 19 AM 11:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**BODYWELL *USA, INC.***

**The undersigned subscriber who is of legal age and competent to contract, for the  
purpose of forming a corporation under the laws of the State of Florida, hereby  
adopts and acknowledges the following Articles of Incorporation for this  
Corporation:**

---

**ARTICLE I**

The name of this Corporation shall be:

**BODYWELL *USA, INC.***

The principal address of this Corporation shall be:

**16855 NE 2<sup>nd</sup> Avenue, Suite 303**

**North Miami Beach, Florida 33162**

**ARTICLE II**

The general nature of this business and the objects and purposes proposed to be transacted and carried on in Wholesale and Distribution of Personal Healthcare Products to the extent as natural persons might or could do and specifically the Corporation may engage in any activity or business permitted under the laws of the State of Florida.

### **ARTICLE III**

The capital stock authorized the par value thereof, and the characteristics of such stock shall be as follows: \$1.00 par value, 1000 shares authorized and 1000 shares issued and outstanding.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuations as may be determined, from time to time, by the Board of Directors of the Corporation.

### **ARTICLE IV**

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of the execution and acknowledgement of these Articles.

### **ARTICLE V**

The street address of the initial registered office of this Corporation is **16855 NE 2<sup>nd</sup> Avenue, Suite 303, North Miami Beach, Florida 33162** and the name of the initial Registered Agent of this Corporation at that address is **Jack Levine, CPA.**

## ARTICLE VI

The number of Director(s) of this Corporation shall initially be two (2). The Board of Directors shall manage this Corporation. The exact number of Director(s) may be increased or decreased, from time to time, by the Laws of the Corporation, but at no time shall there be less than one Director.

The name and street address of the initial Director(s) of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

### NAME

### ADDRESS

**Haim Einhorn**  
**President/Director**

**P.O. Box 398388**  
**Miami Beach, Florida 33140**

**Nirit Einhorn**  
**Treasurer/Secretary/Director**

**P.O. Box 398388**  
**Miami Beach, Florida 33140**

## ARTICLE VII

The name and post office address of the Subscribers and the number of shares of stocks are as follows:

### NAME

### ADDRESS

### SHARES

**Haim & Nirit Einhorn**  
**(Tenants by Entireties)**

**P.O. Box 398388**  
**Miami Beach, FL 33140**

**700**

**Shelly Einhorn Paz**

**P.O. Box 398388**  
**Miami Beach, FL 33140**

**50**

**Ettai Einhorn**

**P.O. Box 398388**  
**Miami Beach, FL 33140**

**50**

<b>Ariel Einhorn</b>	<b>P.O. Box 398388</b> <b>Miami Beach, FL 33140</b>	<b>50</b>
<b>Ohad Einhorn</b>	<b>P.O. Box 398388</b> <b>Miami Beach, FL 33140</b>	<b>50</b>
<b>Uriah Einhorn</b>	<b>P.O. Box 398388</b> <b>Miami Beach, FL 33140</b>	<b>50</b>
<b>Sharon Einhorn</b>	<b>P.O. Box 398388</b> <b>Miami Beach, FL 33140</b>	<b>50</b>

#### **ARTICLE VIII**

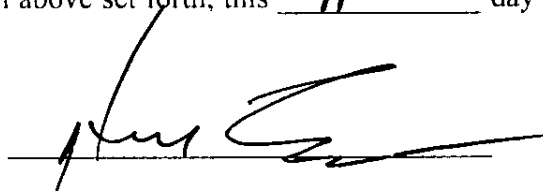
No contract or other transaction between this Corporation and any other corporation, partnership, person, or other entity and no act of any of the directors, officers, or stockholders of the Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any director individually, or any firm of which any or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, an officer or a stockholder such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer, or stockholder of such other corporation, or not so interested.

## ARTICLE IX

This Corporation reserves the right to name, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or herein prescribed by statute, and any rights conferred upon the stockholders are subject to this reservation.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them, for any indebtedness of such members of the Corporation.

**IN WITNESS WHEREOF**, the undersigned, being the original Subscriber to the capital stock herein above names, for the purposes of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and files these Articles, hereby declaring and certifying that the facts herein stated are true, and agreeing to take the number of shares herein above set forth, this 11 day of **November**, 2009

  
\_\_\_\_\_  
**President**



STATE OF FLORIDA)

SS:

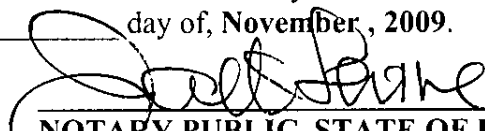
COUNTY OF MIAMI - DADE)



**BEFORE ME**, the undersigned authority personally appeared to me well known to me to be the individual described in, and he executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto affixed my hand and official seal at said County and State of MIAMI day of, November, 2009.



  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES:

CERTIFICATE DESIGNATED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT, **BODYWELL USA, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA. WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF NORTH MIAMI BEACH, STATE OF FLORIDA HAS NAMED Jack Levine, FROM THE CITY OF DADE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: [Signature]  
TITLE: PRESIDENT  
DATE: Nov. 11. 2009

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE  
STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISION OF ALL STATUES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]  
(REGISTERED AGENT)  
DATE: 11/11/09

APPROVED  
AND  
FILED  
09 NOV 19 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA