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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
10 MAY - 6 AM 10:53
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
10 MAY - 6 PM 3:01

B. KOHR

MAY - 6 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 374605 4328337

AUTHORIZATION :

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY -6 PM 3:01

ORDER DATE : May 5, 2010

ORDER TIME : 5:12 PM

ORDER NO. : 374605-020

CUSTOMER NO: 4328337

CONVERSION

NAME: GRATIAE SOAP AND SPA COMPANY, LLC
INTO
GRATIAE SOAP AND SPA COMPANY, INC.

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY -6 PM 3:01

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

GRATIAE SOAP AND SPA COMPANY, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

L100000038738

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on April 9, 2010

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

GRATIAE SOAP AND SPA COMPANY, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 5th day of May, 20 10.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Lynne M. Rader

Printed Name: Lynne M. Rader Title: Incorporator

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Nir Sharon
Printed Name: Nir Sharon Title: Member

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY -6 PM 3:01

**ARTICLES OF INCORPORATION
OF
GRATIAE SOAP AND SPA COMPANY, INC.**

The undersigned does hereby act as sole incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name of the corporation (hereinafter called the "Corporation") is GRATIAE SOAP AND SPA COMPANY, INC.

SECOND: The street address and mailing address of the principal office of the corporation is 27911 Crown Lake Blvd., Suite 102, Bonita Springs, Florida 34135.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000 shares of Common Stock, no par value.

FOURTH: The street address of the registered office of the Corporation in the State of Florida is 27911 Crown Lake Blvd., Suite 102, Bonita Springs, Florida 34135.

The name of the registered agent at the said registered office is: Kim Mitchell.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Lynne M. Rader

ADDRESS

c/o Cohen & Grigsby, P.C.
625 Liberty Avenue
Pittsburgh, PA 15222-3152

SIXTH: The purpose for which the Corporation is organized is as follows:
To engage in any or all lawful business for which corporations may be organized under the Florida Business Corporation Act and to have all powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the persons to serve as Directors of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Nir Sharon
27911 Crown Lake Blvd., Suite 102
Bonita Springs, Florida 34135

Deanna L. Kelly
27911 Crown Lake Blvd., Suite 102
Bonita Springs, Florida 34135

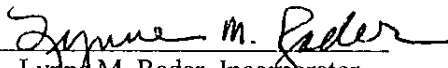
NINTH: The names and addresses of the persons to serve as Officers of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Nir Sharon, President and Secretary
27911 Crown Lake Blvd., Suite 102
Bonita Springs, Florida 34135

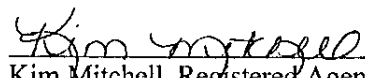
Deanna L. Kelly, Vice President and Treasurer
27911 Crown Lake Blvd., Suite 102
Bonita Springs, Florida 34135

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 5th day of May, 2010.


Lynne M. Rader, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Kim Mitchell, Registered Agent

Date: May 5, 2010