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Division of Corporations

P12000094600

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Florida Department of State
Division of Corporations
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Account Number : I20050000039
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January 11, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EQUINOX HOLDINGS INC.
5801 CONGRESS AVE, SUITE 200
BOCA RATON, FL 33487

SUBJECT: EQUINOX HOLDINGS INC.
REF: P12000094600

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6050.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H13000007859
Letter Number: 913A00000824

P.O BOX 6327 - Tallahassee, Florida 32314

**RESTATED AND AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
EQUINOX HOLDINGS INC.**

The undersigned, being the chief executive officer of Equinox Holdings, Inc. and being duly authorized by the Board of Directors hereby certifies that: The Restated and Amendment to the Articles of Incorporation were approved by the Board of Directors on January 3, 2013 and approved by the Shareholders on the same date owning a majority of the Company's issued and outstanding shares of common stock. The number of votes cast in favor of the Restated and Amended Articles was sufficient for approval.

Article I. Name

The name of the corporation is Equinox Holdings, Inc.

Article II. Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:

2201 Corporate Blvd.
Suite 204
Boca Raton, FL 33431

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TALLAHASSEE, FLORIDA

Article III. Nature of Corporate Business and Powers

The general nature of the business to be transacted by this Corporation shall be to engage or transact in any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

Article IV. Capital Stock

4.1 **Authorized Shares:** The total number of shares of capital stock that the Corporation has the authority to issue is 101,000,000 (101 million) shares; consisting of 100,000,000 (one hundred million) shares of common stock \$.0001 par value and 1,000,000 (one million) shares of preferred stock, \$.0001 par value.

4.2 **Rights for Preferred Shares:** The board of directors is expressly authorized to adopt, from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

4.3 **Denial of Preemptive Rights:** No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

Article V. Registered Office and Agent

The street address of the Corporation's registered office and the registered agent for the Corporation at that address are:

Jeffrey Rosenfeld
2201 Corporate Blvd.
Suite 204
Boca Raton, FL 33431

Article VI. Term of Existence

This duration of the Corporation shall be perpetual.

Article VII Directors

This Corporation shall have up to three directors. The names and addresses of the Directors are:

Jeffrey Rosenfeld
2201 Corporate Blvd Suite 204
Boca Raton, FL 33431

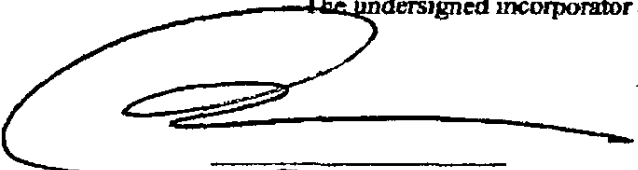
David Cohen
2201 Corporate Blvd. Suite 204
Boca Raton, FL 33431

Article VIII Indemnification

8.1 The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, incorporator employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

8.2 The Corporation may pay in advance any expenses (including attorney's fees) that may become subject to indemnification under paragraph 8.1 above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph 8.1 above.

The undersigned incorporator executed these Articles of Incorporation on January 4, 2013



Jeffrey Rosenfeld, CEO