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TALLAHASSEE, FLORIDA

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**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 August 27, 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

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 **Rights and Preferences for holders of the Company's Series A Preferred Shares:** The Company is authorized to issue 100,000 shares of our Series A Preferred Shares. Each Series A Preferred Share entitles the holder to 500 votes on any matters brought to a vote of the holders of our common stock. Holders of our Series A Preferred Shares have no economic interest in the Company.

4.4 **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.

The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders evidencing in excess of a majority of the total issued and outstanding capital stock entitled to vote, pursuant to a written consent of the shareholders in lieu of a

meeting on August 27, 2013 The number of votes cast by the shareholders for approval of the amendment was sufficient for approval.

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 Officers and Directors

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

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

Larry Brodman, COO, Director
2201 Corporate Blvd. Suite 204
Boca Raton, FL 33431

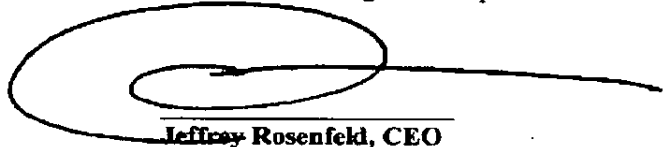
Theodore Grothe, Vice president, secretary Director
2201 Corporate Blvd. Suite 204
Boca Raton, FL 33431

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 August 27, 2013


Jeffrey Rosenfeld, CEO

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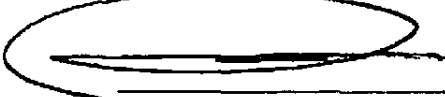
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**OFFICER CERTIFICATE OF
EQUINOX HOLDINGS INC.**

**I, JEFFREY ROSENFEILD, THE COMPANY'S CHIEF EXECUTIVE OFFICER DO
HEREBY AFFIRM THAT ON AUGUST 27, 2013 THE COMPANY'S BOARD OF
DIRECTORS UNANIMOUSLY APPROVED THE FILING OF THE COMPANY'S
RESTATED AND AMENDMENT TO THE COMPANY'S ARTICLES OF
INCORPORATION.**

**FURTHER, THAT ON AUGUST 27, 2013, THE HOLDERS OWNING A MAJORITY OF
THE COMPANY'S ISSUED AND OUTSTANDING SHARES OF COMMON STOCK
APPROVED THE FILING OF THE RESTATED AND AMENDMENT TO THE
COMPANY'S ARTICLES OF INCORPORATION.**

**THAT THE NUMBER OF SHARES VOTING IN FAVOR OF THE FOREGOING WAS
SUFFICIENT FOR APPROVAL.**



JEFFREY ROSENFEILD

AUGUST 28, 2013

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