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SYDNEY L. WEINTRAUB, RET.
ALBERT L. WEINTRAUB
JAN W. BEIDEN
ROBERT D. ORSHAN
JAMES L. WEINTRAUB

NEW OFFICE
WEINTRAUB, WEINTRAUB, BEIDEN, ORSHAN
220 W 3RD AVENUE, 5TH FLOOR
MIAMI, FLORIDA 33131
TELEPHONE (305) 450-0720

May 1, 1995

ELIOT H. WEITMAN
OF COUNSEL
GUATEMALA OFFICE
1A AVE. 7-7B F. 4, BA. NIVEL
GUATEMALA, C. A.
TEL 314000 377219

SECRETARY OF STATE
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32381

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****122.50 ****122.50

RE: Incorporation of:
A AMERICAN INSTITUTE FOR RAPID AND LASTING CHANGE, INC.

Gentlemen:

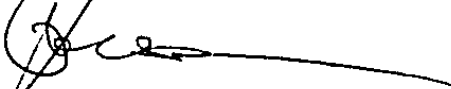
Enclosed are the original and a copy of the Articles of Incorporation of the above proposed corporation.

There is also enclosed a check drawn to your order in the amount of \$122.50 covering the following items:

Filing Fees.....\$35.00
Certified Copy Fee..... 52.50
Registered Agent Fee.....35.00
122.50

Please certify and return the duplicate copy of the Articles of Incorporation in accordance with your usual procedure.

Sincerely,



ROBERT D. ORSHAN

RDO/sr
Enclosures
cc: Steve Present

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
A AMERICAN INSTITUTE FOR RAPID AND LASTING CHANGE, INC.

We, the undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State, of the State of Florida, a Certificate of Incorporation, as follows:

I - CORPORATE NAME

The name of the proposed corporation shall be:

A AMERICAN INSTITUTE FOR RAPID AND LASTING CHANGE, INC.

II - CORPORATION AUTHORIZED ACTIVITIES

The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all things hereinafter mentioned, as fully and as to the same extent as natural persons might or could do, viz:

A. To provide educational services designed to facilitate personal change.

B. To buy, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent processes, devices, inventions, trademarks, formulas, good will and other rights, to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property of any interest or rights therein, without a limit as to the amount; to lend money on notes secured by mortgage and real property; and to make advances from time to time on notes secured by mortgage for future advance on real estate; but nothing herein set forth shall give or be construed to give said corporation any banking powers.

C. To purchase, acquire, hold and dispose of stocks, bonds and other obligations, including judgments, interest, accounts or debts of any person, partnership and/or corporations, domestic or foreign (except moneyed or transportation or banking or insurance corporations) owning or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds or other obligations, including judgments, interests, accounts or debts of any corporation, domestic or foreign (except moneyed transportation or banking or insurance corporations) engage in business similar to that of this company, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, products or property of this company may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this company

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may issue in exchange therefor the stock, bonds or other obligations of this company.

D. To purchase, take and lease or, in exchange, hire or otherwise acquire any real or personal property, rights, licenses, permits, good will or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of building, warehouses, machinery and retain stores, insofar as the same be appurtenant to or useful for the conduct of the business as above specified; but only to the extent to which the company may be authorized by the statutes under which it is organized.

E. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized under the laws of this state to consolidate, or whose stock the company, under the laws of this state and the provisions of this Certificate, is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessed of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as to the consideration for the same, to pay cash or to issue shares, stocks or obligations of this company.

F. Subject to the limitations herein prescribed and the statutes of this state, to purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this state or of any state, or of any territory of the United States, or of any foreign country, except moneyed or transportation or banking or insurance corporation and to sell or exchange the same, or upon the distribution of assets or dividends or profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

G. Subject to the limitations herein prescribed and the requirements of the statutes of this state, to borrow or raise money for the purpose of the company, and to secure the same, and interest, or for any other purpose, to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

H. Subject to the limitations herein prescribed and the requirements of the statutes of this state, to guarantee the payment of dividends or interest on any shares stock debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company, and provided the required authority by first obtained for that purpose and always subject to the limitations herein prescribed.

I. And further, to do and perform and cause to be done and performed, each, any and all of the acts and things above enumerated, and any all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided the grant of the foregoing enumerated powers is upon the express condition precedent, that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited, under which

said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same may be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside the State of Florida, in the states or possession of the United States and of foreign countries.

J. Without any particular limiting of any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have the power in carrying on its business, or for the purpose of accomplishment of any of the purposes, or attainment of any kind of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the acts hereinabove referred to, and which a co-partnership or natural person could do and exercise, and which now hereafter may be authorized by law.

III - AUTHORIZED STOCK OF CORPORATION

The Capital Stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	NO PAR VALUE	COMMON

IV - CORPORATE EXISTENCE

This corporation shall commence its existence immediately upon the filing of this Certificate of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

V - CORPORATE BUSINESS LOCATION; REGISTERED AGENT LOCATION

The principal place of business of this corporation shall initially be at: 9655 S. Dixie Highway, Suite 303, Miami, Florida 33156.

The name and street address of the initial registered agent and office is:

<u>REGISTERED AGENT</u>	<u>ADDRESS OF INITIAL REGISTERED OFFICE</u>
STEVE PRESENT	9655 S. Dixie Highway, Ste. 303, Miami, FL., 33156

VI - DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be One (1) Director initially. The number of Directors may be increased or decreased from time to time by By-laws adopted by the shareholder(s). In no event shall the number of

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Directors be less than one. The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
STEVE PRESENT	13998 SW 90th Ave., Apt. 206BB, Miami, FL. 33176

VII - OFFICERS

The name and address of the officers, all of whom shall constitute the first Board of Directors, are as follows:

PRESIDENT:

STEVE PRESENT	13998 SW 90th Ave., Apt. 206BB, Miami, FL. 33176
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VICE PRESIDENT:

STEVE PRESENT	13998 SW 90th Ave., Apt. 206BB, Miami, FL. 33176
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SECRETARY:

STEVE PRESENT	13998 SW 90th Ave., Apt. 206BB, Miami, FL. 33176
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TREASURER:

STEVE PRESENT	13998 SW 90th Ave., Apt. 206BB, Miami, FL. 33176
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No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are, interested in, or is a director or officer, or are directors or officers, of such corporation.

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VIII - INCORPORATOR

The name and address of the incorporator(s) of this corporation is:

NAME

ADDRESS

STEVE PRESENT

13998 SW 90th Ave., Apt. 206BB, Miami, FL. 33176

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed this Articles of Incorporation this 18 day of April, 1995.

BY

Steve Present
STEVE PRESENT

STATE OF FLORIDA)
COUNTY OF DADE) ss:

PERSONALLY APPEARED before me, the undersigned authority, to me known to be the Incorporator described in the foregoing Articles of Incorporation of A AMERICAN INSTITUTE FOR RAPID AND LASTING CHANGE, INC. and they acknowledged the same, and after being by me duly sworn, upon oath depose(s) and say(s): That it is intended in good faith to carry out the purposes and objects set forth herein.

SWORN TO AND SUBSCRIBED

before me this 18 day of

April, 1995.

Robert D. Orshan
NOTARY PUBLIC, State of Florida



ACKNOWLEDGEMENT

Having been named to accept service of process for the above entitled stated corporation, at place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of the applicable Florida Statutes relative to keeping open said office.

Steve Present
STEVE PRESENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT A AMERICAN INSTITUTE FOR RAPID AND LASTING CHANGE, INC.
(Name of corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI STATE OF FLORIDA, HAS NAMED STEVE PRESENT
(Name of Registered Agent)

LOCATED AT: 2655 S. Dixie Highway, Suite 108, Miami, Florida 33156.
(Street address and number of building, Post Office Box address are not acceptable)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
STEVE PRESENT

TITLE President

DATE April 18, 1995

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

SIGNATURE [Signature]
STEVE PRESENT
(Registered Agent)

DATE April 18, 1995

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LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. American Health Publishing Inc
(Corporation Name) (Document #)
2. None
(Corporation Name) (Document #)
3. None
(Corporation Name) (Document #)
4. None
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 5:00 ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
A AMERICAN INSTITUTE FOR RAPID AND LASTING CHANGE, INC.

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Pursuant to the provisions of Section 607.1006, Florida Statutes, A American Institute For Rapid and Lasting Change, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

I. Article I is hereby amended by changing the name of the Corporation from A American Institute For Rapid and Lasting Change, Inc., to American Health Publishing, Inc. The name of the Corporation is hereby changed to:

AMERICAN

HEALTH PUBLISHING, INC.


II. No shareholder action was required for this Amendment and no shares have been issued as of the date of this Amendment. Pursuant to Section 607.1006, Florida Statutes, the following Amendment was adopted on July 30, 1996 by the sole incorporator of the Corporation.

IN WITNESS WHEREOF, I, the sole Incorporator of the Corporation, hereunto set my hand and the seal of the Corporation this 30th day of July, 1996.

(Corporate Seal)

AMERICAN
HEALTH PUBLISHING, INC.

By:


STEVE PRESENT

Incorporator