

P95000063644

8/16/95

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

FILED  
1995 AUG 17 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

ONE FOCUS, INC.

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Certificate Under Seal |   |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies           |   |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up         |
|  |   | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
V.P. Verifier

CERTIFIED COPY

R. CHESSEY AUG 17 1995

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION  
OF  
ONE FOCUS, INC.

The undersigned incorporator to these articles of incorporation hereby forms a corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of the corporation is: ONE FOCUS, INC.

ARTICLE II

Term of Existence

The date when corporation existence shall commence shall be the date of the filing of these articles of incorporation by the offices of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The Corporation is organized to engage in every aspect of the business of creating, producing and marketing mind, body and spirit exercise video and related services and to engage in any and all other lawful business.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated common shares. Said 100 shares are owned as follows:

--Lein (Lien) Doucet -- 40 shares

--Pamila L. Cooper -- 30 shares

--James Chell -- 30 shares

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 315 11th St., West Palm Beach, FL 33401, and the name of its initial registered agent at such address is Michael S. Mersky, Esq.

ARTICLE VI

Officers

Lein (Lien) Doucet -- President

Pamila L. Cooper -- Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1995 AUG 17 PM 12:48

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**ARTICLE VII**  
**Directors**

The Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of the initial director of the Corporation who shall serve until her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Lein (Lien) Doucet	27 Tropical Drive Ocean Ridge, FL 33435
Pamila L. Cooper	7301 W. Palmetto Park Road Suite 204-A Boca Raton, FL 33433

**ARTICLE VIII**  
**Principal Place of Business**

The principal place of business of this Corporation shall be 7301 W. Palmetto Park Road, Suite 204-A, Boca Raton, FL 33433, which also shall be its mailing address. The Board of Directors may from time to time move the place of business of this Corporation.

**ARTICLE IX**  
**Incorporators**

The name and address of the incorporators signing these articles of incorporation are: Lein (Lien) Doucet, 27 Tropical Drive, Ocean Ridge, FL 33435 and Pamila L. Cooper, 7301 W. Palmetto Park Road, Suite 204-A, Boca Raton, FL 33433.

**ARTICLE X**  
**Voting Trusts**

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE XI**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE XII  
Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 14 day of August 1995.

Lein (Lien) Doucet  
*Linc*

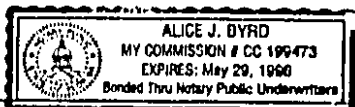
Pamila L. Cooper

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing articles of incorporation were acknowledged before me this 14 day of August 1995, by Lein (Lien) Doucet and Pamila Cooper incorporators. (i.d. produced LT), personally known LT

My Commission Expires:

Alice J. Byrd  
Notary Public, State of Florida



ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and having been designated to accept service of process for the corporation, at the place designated as the registered office, I hereby agree to serve as registered agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.0505 Florida Statutes.

Dated this 14<sup>th</sup> day of August 1995.

Michael S. Mersky, Esq.  
Michael S. Mersky, Esq.

FILED  
1995 AUG 17 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LAW OFFICE OF MICHAEL S. MERSKY**

315 11th Street  
West Palm Beach, Florida 33401

(7) 653-719

(07) 437-5741 Fax

P95000063644

January 11, 1996

Secretary of State  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, FL 32314

RE: One Focus, Inc.

Dear Sir or Madam:

Enclosed please find an original and two copies of articles of amendment for the above corporation. Please file the amendment with the division of corporations. My check in the amount of \$35.00 is enclosed.

Thank you.

Very truly yours,

*Michael S. Mersky, Esq.*  
Michael S. Mersky, Esq.

MSM/bd  
enc. 3

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SH FEB - 7 1996

*Amended.*

RECEIVED  
FEB 14 1996  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 22, 1996

Law Office of Michael S. Mersky  
315 11th St.  
West Palm Beach, FL 33401

SUBJECT: ONE FOCUS, INC.  
Ref. Number: P95000063644

We have received your document for ONE FOCUS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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 (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 196A00002607

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

ONE FOCUS, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**ARTICLE IV  
Capital Stock**

The Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated common shares. Said shares are owned as follows:

--Line Doucet -- 100 shares

ARTICLE V be and it is hereby amended to read as follows:

**ARTICLE VI  
Officers**

Line Doucet -- President

ARTICLE VI be and it is hereby amended to read as follows:

**ARTICLE VII  
Directors**

The Corporation shall have one director. The number of directors may be increased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of the director of the Corporation who shall serve until her successor is duly elected and qualified is:

Name  
Line Doucet

Address  
27 Tropical Drive  
Ocean Ridge, FL 33435

ARTICLE VIII be and it is hereby amended to read as follows:

**ARTICLE VIII  
Principal Place of Business**

The principal place of business of this Corporation shall be 27 Tropical Drive, Ocean Ridge, Florida 33435, which shall also be its mailing address. The Board of Directors may from time to time move the place of business of this Corporation.

The foregoing amendments were adopted by the Board of Directors by resolution of December 8, 1995. Shareholder action is not required. The foregoing amendments shall have an effective date of February 15, 1996.

**SECOND:** If an amendment provides for exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ARTICLE IV shall be effective February 15, 1996. Amendment of ARTICLE IV was implemented by Board of Directors resolution of December 8, 1995.

THIRD: The date of each amendment's adoption

all amended by (amended)  
is subject of the  
at 11:00 AM, Jan 30, 1976

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient  
for approval by \_\_\_\_\_ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 30<sup>th</sup> of January, 19 76

Signature

Line Doucet, President  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Line Doucet

Typed or printed name

President and Directors

Title