

P05000106456

Florida Department of State
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*Amendment
Re: Stock*

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MOTHERS ORGANICS, INC.**

Certificate of Status	0
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**ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MOTHERS ORGANICS, INC.**

MOTHERS ORGANICS, INC., a Florida corporation (the "Corporation"), whose Amended and Restated Articles of Incorporation were filed with the Florida Department of State on July 6, 2011 (Florida Division of Corporations Document Number P05000106456), hereby certifies as follows:

1. The Amended and Restated Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article 4 in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV
CAPITAL STOCK

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election."

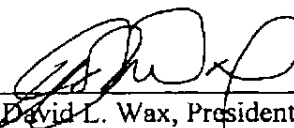
2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of Sections 607.0820, .0701, .1003 and .1006, Florida Statutes, the directors and shareholders of the Corporation having executed a written statement, dated May 1, 2017, manifesting their intention that the amendment be adopted. The amendment was adopted by the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval.

[signature page to follow]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President effective May 1, 2017.

MOTHERS ORGANICS, INC.

By: 
David L. Wax, President