

POL000118971

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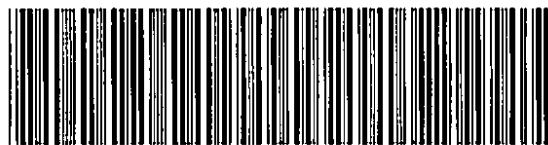
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JALAMASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Everyware, Inc.

DOCUMENT NUMBER: P06000118971

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey M. Oshinsky, Esq.

\_\_\_\_\_  
Name of Contact Person

Jeffrey M. Oshinsky, P.A.

\_\_\_\_\_  
Firm/ Company

4770 Biscayne Boulevard, Suite 700-C

\_\_\_\_\_  
Address

Miami, Florida 33137

\_\_\_\_\_  
City/ State and Zip Code

jeff@oshinskylaw.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey M. Oshinsky, Esq. at ( 305 ) 466-1131  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |  |  |
|---|--|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|--|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EVERYWARE, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the sole director of Everyware, Inc., a Florida corporation (hereinafter the "Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on September 14, 2006, Document No. P06000118971.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its shareholders on December 26, 2017. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I  
NAME**

The name of the Corporation is EVERYWARE, INC.

**ARTICLE II  
DURATION**

The Corporation is to have perpetual existence.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act as the same exists or may hereafter be amended (the "Florida Act").

**ARTICLE IV  
PRINCIPAL ADDRESS**

The principal office and mailing address of the Corporation is: 8771 Cobblestone Preserve Ct., Boynton Beach, Florida 33472.

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## **ARTICLE V CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Fifteen Million (15,000,000) shares, of which:

(i) Ten Million (10,000,000) shares shall be designated Common Stock, \$0.001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders; and

(ii) One Million (1,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

## **ARTICLE VI REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 20200 W. Dixie Highway, Suite 1203, Aventura, Florida 33180. The name of the Corporation's registered agent at that office is: ERO Law, PLLC.

## **ARTICLE VII DIRECTORS**

The initial director of the Corporation shall be Lawrence Talley. The number of the members of the board of directors shall be fixed by, or changed in the manner provided in, the Corporation's by-laws.

In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the Florida Business Corporation Act, or other laws of the State of Florida, the board of directors is expressly authorized (i) to make, alter, or repeal the by-laws of the Corporation or to adopt new by laws; (ii) to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation; and (iii) to set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and reduce any such reserve in the manner in which it was created.

## **ARTICLE VIII AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE IX  
CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE IX  
NO PREEMPTIVE RIGHTS**

The holders of the Common Stock shall have no preemptive rights to subscribe for any shares of any class of stock of the Corporation whether now or hereafter authorized.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

**ARTICLE XI  
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders are granted subject to this reservation.

THIRD: The foregoing amendments were adopted by all of the Directors and the sole shareholder pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on December 26, 2017. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 26th day of December, 2017.

A handwritten signature in black ink, appearing to read "L. Talley", written over a horizontal line.

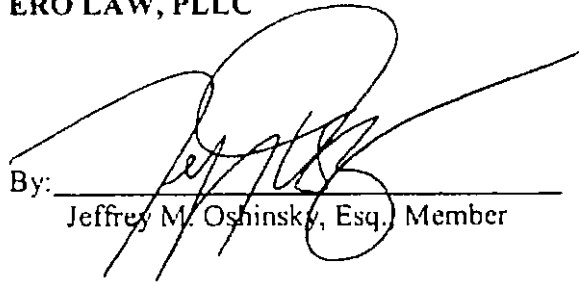
Lawrence Talley, Director

### ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Everware, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties as registered agent, and am familiar with and accept the obligations of my position as registered agent.

Dated this 16<sup>th</sup> day of January 2018.

ERO LAW, PLLC

By:   
Jeffrey M. Oshinsky, Esq., Member