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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : EDWARDS, ANGELL, PALMER & DODGE, LLP
Account Number : 075410001517
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

SIMPLY FIT HOLDINGS GROUP, INC.

Certificate of Status	0
Certified Copy	1
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Amended & Restated
Art.

08/19/08 W/ Name Change 8/18/2008

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SIMPLY FIT HOLDINGS GROUP, INC.

SIMPLY FIT HOLDINGS GROUP, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "FBCA"), does hereby certify that:

1. The name of this Corporation is Simply Fit Holdings Group, Inc. and the Corporation was originally incorporated on April 2, 2007 pursuant to the FBCA.

2. The following resolutions amending and restating the Corporation's Articles of Incorporation were approved by the Corporation's Board of Directors by written action in lieu of a meeting dated as of August 13, 2008 and by a majority of the outstanding shares of Common Stock by written action in lieu of a meeting dated as of August 13, 2008, in accordance with the provisions of Section 607.0704 and 607.0821 of the FBCA and notice has been given to the non-consenting stockholders in accordance with the provisions of Section 607.0704(3) of the FBCA. The number of votes cast by the shareholders was sufficient for approval of the Corporation's Amended and Restated Articles of Incorporation.

3. The Articles of Incorporation of the Corporation (originally filed on April 2, 2007) are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is "Simply Fit Beverage Company."

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes, which the Corporation is authorized to issue, is One Hundred Fifty Million (150,000,000) shares of common stock, \$0.001 par value per share.

ARTICLE IV. ADDRESS

The principal address of the Corporation is 2501 NW 34th Place, Unit 24, Pompano Beach, Florida 33069, and the mailing address is the same. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office.

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CLERK OF DISTRICT COURT
FLORIDA
JANUARY 1, 2009

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The street address of the registered office of the corporation is One North Clematis Street, Suite 400, West Palm Beach, FL 33401 and the name of the registered agent of the corporation at that address is Angell Corporate Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the FBCA, provided, however, that the adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE VII. AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in this Amended and Restated Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Amended and Restated Articles of Incorporation and by the laws of the State of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE VIII. MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

D. Meetings of the shareholders may be held within or without the State of Florida, as the Bylaws may provide.

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I, Michael G. Plunkett, the President of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the FBCA, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 13th day of August, 2008.

Simply Fit Holdings Group, Inc.

By: 
Michael G. Plunkett, President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

Simply Fit Holdings Group, Inc., ~~desiring to~~ organized under the laws of the State of
Florida with its registered office, as indicated in the Amended and Restated Articles of
Incorporation, in the City of West Palm Beach, State of Florida, has named Angell Corporate
Services, Inc., located at One North Clematis Street, Suite 400, West Palm Beach, Florida 33401,
as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the
place designated in this Certificate, the undersigned hereby accepts to act in this capacity and
agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 13th day of August, 2008.

Angell Corporate Services, Inc.

By: 
Gary Woodfield, Vice President

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