

Division of Corporations

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Florida Department of State
Division of Corporations
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From: Account Name : GREENBERG TRAUIG (ORLANDO)
Account Number : 103731001374
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: SCOT++@totallywicked-eliqid.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TOTALLY WICKED-E.LIQUID (USA) INCORPORATED**

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C. CARROTHERS

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TOTALLY WICKED-E.LIQUID (USA) INCORPORATED**

(Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the
Florida Business Corporation Act)

Totally Wicked-E.Liquid (USA) Incorporated (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA"),

DOES HEREBY CERTIFY THAT:

1. The name of the Corporation is Totally Wicked-E.Liquid (USA) Incorporated, and that this corporation was originally incorporated pursuant to the FBCA on April 3, 2009.
2. These Amended and Restated Articles of Incorporation restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation, as amended.
3. The terms and provisions of these Amended and Restated Articles of Incorporation were adopted by: (a) all of the directors by written action in lieu of a meeting and (b) by shareholders of the Corporation holding a majority of the issued and outstanding voting stock by written action in lieu of meeting. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2016 MAR 21 PM 5:01

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ARTICLE I - NAME

The name of this corporation is Totally Wicked-E.Liquid (USA) Incorporated.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation is:

2057 60th Place East
Bradenton, FL 34203.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is any and all lawful business.

ARTICLE IV - AUTHORIZED SHARES

The total number of shares the Corporation is authorized to issue is One Thousand (1,000) shares of common stock.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation is: 1200 South Pine Island Road, Plantation, FL 33324, and the registered agent of the corporation at that address is: C T Corporation System.

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ARTICLE VI - INCORPORATOR

The name and address of the incorporator is

Ekaterina Ostapchuk
5 Percy Street
Office 5
London, W1T 1DG, UK

ARTICLE VII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation currently in office as of the date of the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State and such other officers and directors appointed or elected thereafter, and may, in the discretion of the Board, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

4. That these Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation, has been duly adopted in accordance with the FBCA.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 16 day of March, 2016.

By: 

Fraser Cropper, CEO

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