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Amend. & Restat.  
06/23/09

JUN 22 2009 11:58AM

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VPLENISH NUTRITIONALS, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of VPLENISH NUTRITIONALS, INC. originally filed with the Secretary of State of the State of Florida on April 23, 2009, are hereby amended and restated in their entirety as follows:

Pursuant to Section 607.1006 and Section 607.1007 of the Florida Business Corporation Act, the following amendment and restatement to the Articles of Incorporation of the Corporation was duly authorized and adopted by unanimous written consent of the Board of Directors of the Corporation in accordance with Section and 607.0821 of the Florida Business Corporation Act on June 19, 2009. The consent of the shareholders of the Corporation is not required authorize or adopt this amendment and restatement of the Corporation's Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

**VPLENISH NUTRITIONALS, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 101 Plaza Real S. #306, Boca Raton, Florida 33432.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is two hundred million (200,000,000) shares consisting of (i) one hundred and ninety million (190,000,000) shares of common stock, par value \$.001 per share (the "Common Stock") and (ii) one ten million (10,000,000) shares of preferred stock, par value \$.001 per share (the "Preferred Stock").



The designations, preferences, limitations and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

A. Provisions Relating To The Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as provided in Section B of this Article IV, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.

2. Dividends. Except as otherwise provided by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock in accordance with Section B of this Article IV, the holders of the Common Stock shall be entitled to receive when, as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary, and after payment or provision for payment of the debts and other liabilities of the Corporation and except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock in accordance with Section B of this Article IV, the remaining assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock.

B. Provisions Relating To The Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights:

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof; if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and that amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of; or upon any distribution of the assets of the Corporation;

(h) whether or not and the circumstances under which the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any of the series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution, subtracting from such class or series unissued shares of the Preferred Stock designated for such class or series and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND  
REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Steven Sponder, 101 Plaza Real S. #306, Boca Raton, Florida 33432.

ARTICLE VII  
DIRECTORS AND OFFICERS

The name and address of the Director and Officer of this Corporation are:

Director, President, Secretary and Treasurer

Steven Sponder  
101 Plaza Real S. #306  
Boca Raton, Florida 33432

ARTICLE VIII  
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX  
AFFILIATED TRANSACTIONS

This Corporation elects not to be governed by Florida Statutes Section 607.0901, as amended, concerning affiliated transactions.

Pursuant to Section 607.1006 and Section 607.1007 of the Florida Business Corporation Act, the foregoing amendment and restatement to the Articles of Incorporation of the Corporation was duly authorized and adopted by unanimous written consent of the Board of Directors of the Corporation in accordance with Section 607.0821 of the Florida Business Corporation Act on June 19, 2009. The consent of the shareholders of the Corporation is not required authorize or adopt this amendment and restatement of the Corporation's Articles of Incorporation as no shares of capital stock of the company have been issued.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing  
Articles of Incorporation on June 19, 2009.



Steven Sponder, President

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

VPLENISH NUTRITIONALS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 101 Plaza Real S. #306, Boca Raton, Florida 33432, has named Steven Sponder, located at 101 Plaza Real S. #306, Boca Raton, Florida 33432, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



\_\_\_\_\_  
Steven Sponder