

PO9000062664

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

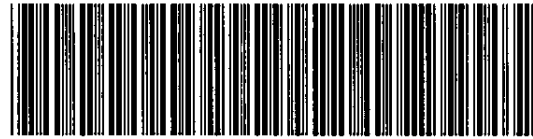
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600261801036

06/30/14--01033--020 \*\*52.50

FILED  
14 JUN 30 PM 2:09  
FALLSBURG, FL 32428

JUL 16 2014

C. CARROTHERS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Agaia, Inc.

**DOCUMENT NUMBER:** P09000062664

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

Please return all correspondence concerning this matter to the following:

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

Agaia, Inc.

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

3020 NE 32nd Ave, suite 226

\_\_\_\_\_  
Address

Fort Lauderdale, FL 33308

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

marge.green@agaiainc.com

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

For further information concerning this matter, please call:

Shira Kay at ( 954 ) 366-7200  
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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
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  
AGAIA, INC.**

FILED  
14 JUN 30 PM 2:09  
HALL COUNTY, FLORIDA

Agaia, Inc., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies as follows:

1. The name of the Corporation is Agaia, Inc. and the original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on July 22, 2009, bearing document number P09000062664.

2. These Amended and Restated Articles of Incorporation, which amend certain of the provisions of the Articles of Incorporation, as heretofore amended, have been duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 607.0821 of the Florida Business Corporations Act ("**FBCA**").

3. These Amended and Restated Articles of Incorporation contain amendments to the original Articles of Incorporation, as heretofore amended, and, accordingly, require the consent of the Corporation's shareholders. These Amended and Restated Articles of Incorporation have been approved by the holders of outstanding stock of each voting group of the Corporation's capital stock entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and vote at a meeting of the Corporation's shareholders, in accordance with Section 607.0704 of the FBCA.

4. Upon filing with the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation shall thenceforth supersede the original Articles of Incorporation, as heretofore amended, and shall, as it may thereafter be amended in accordance with its terms and applicable law, be the Amended and Restated Articles of Incorporation of the Corporation.

3. The text of the Articles of Incorporation, as heretofore amended, is hereby amended and restated in its entirety to read as follows:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: AGAIA, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be 3020 NE 32 Avenue, Suite 226, Fort Lauderdale, Florida 33308.

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

The purpose for which the Corporation is organized is: To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue shall consist of 25,000,000 shares of Common Stock having a \$0.0001 par value, and 5,000,000 shares of Preferred Stock having a \$0.0001 par value. The Board of Directors of the Corporation may determine, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the unissued shares of Preferred Stock not then allocated to any series 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 V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND ADDRESS**

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be A. Andrew Obeidy, Esq., 12000 Biscayne Blvd, Suite 503, Miami, Florida 33181.

**ARTICLE VII  
BOARD OF DIRECTORS**

The number of Directors may be increased or diminished from time to time by the Bylaws. The name and address of the Directors of this Corporation is:

Benjamin Shell  
3020 NE 32 Avenue, Suite 226  
Fort Lauderdale, Florida 33308.

Chris Shell  
3020 NE 32 Avenue, Suite 226  
Fort Lauderdale, Florida 33308.

**ARTICLE VIII  
INDEMNIFICATION**

The 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 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 X  
CONTROL SHARE ACQUISITIONS**

This 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.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation of Agaia, Inc., a Florida corporation, have been executed this 25th day of June, 2014.

A handwritten signature in black ink, appearing to read 'Benjamin Shell', is written over a horizontal line.

Benjamin Shell, President

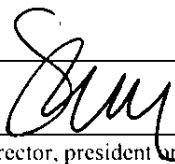
The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*
- “The number of votes cast for the amendment(s) was/were sufficient for approval  
by \_\_\_\_\_.”  
(voting group)
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 6/25/14 \_\_\_\_\_

Signature   
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Benjamin Shell  
(Typed or printed name of person signing)

President  
(Title of person signing)