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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
RECIPPEEPS, INC.**

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*Amended
Restated*

FEB 10 2012

T. LEMIEUX



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

This Corporation was incorporated on November 29, 2010 under the name RecipPeeps, Inc. Pursuant to Section 607.1005, Florida Business Corporation Act, Amended and Restated Articles of Incorporation were approved by the sole director of this Corporation on November 14, 2011, prior to the issuance of any shares of the Corporation's stock. The Amended and Restated Articles of Incorporation adopted by the directors are amended and restated in their entirety to read as set forth herein:

ARTICLE 1

NAME AND ADDRESS

Section 1.1 **Name**. The name of the corporation is RecipPeeps, Inc.

Section 1.2 **Address of Principal Office**. The address of the principal office of the corporation is 10435 Midtown Parkway, Suite 419, Jacksonville, Florida 32246.

Section 1.3 **Mailing Address**. The mailing address of the corporation is 346 1st Street, Apartment 209, San Francisco, California 94105.

ARTICLE 2

DURATION

Section 2.1 **Duration**. This corporation shall exist perpetually.

ARTICLE 3

PURPOSES

Section 3.1 **Purposes**. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4

CAPITAL

Section 4.1 **Authorized Capital**. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is one hundred million (100,000,000) shares divided into classes as follows:

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(a) Ten million (10,000,000) shares of preferred stock having a par value of \$0.001 per share (the "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 4.2; and

(b) Ninety million (90,000,000) shares of common stock having a par value of \$0.001 per share (the "Common Stock").

All such shares shall be issued fully paid and non-assessable.

Section 4.2 **Preferred Stock**. The Board of Directors is authorized to provide for the issuance of the Preferred Stock in one or more classes and in one or more series within a class and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida which shall be effective without shareholder action, is authorized to establish the number of shares to be included in each class and each series and the preferences, limitations and relative rights of each class and each series. Such preferences must include the right to receive distributions of dividends or the preferential right to receive distributions of assets upon the dissolution of the Corporation before shares of Common Stock are entitled to receive such distributions.

Section 4.3 **Common Stock**. Holders of Common Stock are entitled to one vote per share on all matters required by Florida law to be approved by the shareholders. Subject to the rights of any outstanding classes or series of Preferred Stock having preferential dividend rights, holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefore. Upon the dissolution of the Corporation, holders of Common Stock are entitled to receive, pro rata in accordance with the number of shares owned by each, the net assets of the Corporation remaining after the holders of any outstanding classes or series of Preferred Stock having preferential rights to such assets have received the distributions to which they are entitled.

ARTICLE 7

REGISTERED OFFICE AND AGENT

Section 7.1 **Name and Address**. The street address of the registered office of this corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the registered agent of this corporation at that address is F&L Corp.

ARTICLE 8

DIRECTORS

Section 8.1 **Number**. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

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ARTICLE 9

BYLAWS

Section 9.1 **Bylaws**. Bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE 10

INDEMNIFICATION

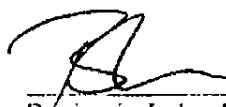
Section 10.1 **Indemnification**. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 11

AMENDMENT

Section 11.1 **Amendment**. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles this 14 day of November, 2011.



Benjamin Luke, President

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L Corp.

By: 

Emerson M. Lotzia, Authorized Signatory

Date: February 10, 2012