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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
 FUNKY BUDDHA BREWERY INC.**

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FUNKY BUDDHA BREWERY INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FUNKY BUDDHA BREWERY 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 Funky Buddha Brewery Inc. and the Corporation was originally incorporated under the name Funky Buddha Brewery Inc. on July 28, 2011 pursuant to the FBCA.

2. The following amendment and restatement was approved by the Corporation's Board of Directors by written consent dated as of July 16, 2012, and by the shareholders of the Corporation by written consent dated 16, 2012. The number of votes cast by the shareholders was sufficient for approval pursuant to the FBCA.

3. The Articles of Incorporation of the Corporation, originally filed on July 28, 2011, are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is "Funky Buddha Brewery Inc."

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 capital stock that the Corporation shall have the authority to issue is One Million (1,000,000) shares of common stock, par value \$0.001 per share ("Common Stock").

ARTICLE IV. ADDRESS

The principal address of the Corporation is 2621 N. Federal Highway, Boca Raton, Florida 33431, 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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The street address of the registered office of the corporation is 2621 N. Federal Highway, Boca Raton, Florida 33431 and the name of the registered agent of the corporation at that address is Ryan Sentz.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of shareholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

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ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the FBCA prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VIII. 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 IX. 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 X. STOCK SPLIT

Upon the effective filing of this Amended and Restated Articles of Incorporation of the Corporation, each share of Common Stock outstanding immediately prior to this Amended and Restated Articles of Incorporation of the Corporation becoming effective, shall be and is automatically split (without any further action) into One Thousand (1,000) fully-paid and non-assessable shares of Common Stock, without increasing or decreasing (i) the total number of authorized shares of Common Stock, (ii) the par value per share of the Common Stock, (iii) the amount of stated capital of the Corporation or (iv) the amount of paid-in surplus of the Corporation.

ARTICLE XI. 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.

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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.

I, Ryan Sentz, the President and Chief Executive Officer of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the FBCA, do hereby 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 16th day of July, 2012.

FUNKY BUDDHA BREWERY INC.

By: 

Name: Ryan Sentz

Title: President and Chief Executive Officer

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