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FUEL FOODS INC.

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January 13, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FUEL FOODS INC.
5267 NE SHORE VILLAGE TERRACE
STUART, FL 34996

SUBJECT: FUEL FOODS INC.
REF: P12000088411

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FUEL FOODS INC.**

FILED
14 JAN 13
SECRETARY OF STATE
FLORIDA

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being all the Board of Directors of Fuel Foods Inc., (hereinafter the "Corporation"), a Florida corporation organized and existing under and by virtue of Chapter 607 of laws of the State of Florida, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

1. The name of the corporation is Fuel Foods Inc.
2. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on October 18, 2012, Document #P12000088411.
3. That at the effective time of this Amended and Restated Articles of Incorporation, each share of Common Stock of the Corporation issued and outstanding as of the record date set by the Corporation's Board of Directors shall be subject to a one hundred thousand (100,000) for one (1) forward split (the "Forward Stock Split") with all fractional shares rounded to the nearest whole share. Such Forward Stock Split shall not affect (i) the number of authorized shares of the Corporation's Common Stock except as herein specified, or (ii) the par value of the Corporation's common stock except as herein specified.
4. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on January 1, 2014, and by Written Consent Action of the Shareholders on January 1, 2014. To effect the foregoing, the text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation shall be: Fuel Foods Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation shall be 5745 Columbia Circle, West Palm Beach, FL 33407.

**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.

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ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 710,000,000 shares consisting of 700,000,000 shares of Common Stock, par value \$0.00001 per share, and 10,000,000 shares of Preferred Stock, par value \$0.001 per share. Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors. The Corporation shall be authorized and empowered to issue shares of one class or series of the Corporation's capital stock as dividends on shares of a different class or series of its capital stock.

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 Erik Leander, 5745 Columbia Circle, West Palm Beach, FL 33407.

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 Director of this Corporation is:

Erik Leander
5745 Columbia Circle
West Palm Beach, FL 33407

ARTICLE VIII INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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**ARTICLE IX
AFFILIATED TRANSACTIONS**

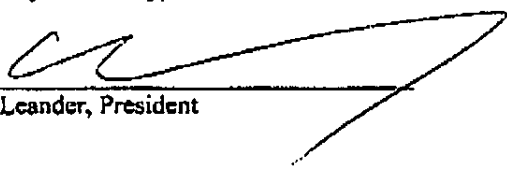
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**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.

The foregoing articles and amendments were adopted by the Board of Directors of the Corporation pursuant to a Written Consent of the Sole Director of the Corporation, and by the holders of a majority of the outstanding shares of the Common Stock of the Corporation, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Fuel Foods Inc., a Florida corporation, have been executed this 1st day of January, 2014.



Erik Leander, President

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

Fuel Foods Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5745 Columbia Circle, West Palm Beach, FL 33407, has named Erik Leander, 5745 Columbia Circle, West Palm Beach, FL 33407, 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.


Erik Leander