

P13000012081

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DIVISION OF CORPORATE
13 OCT 17 AM 10:45
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FRESH & DIRECT INC.

Signature _____

Requested by: Seth

10/15/13

Name

Date

Time

Walk-In

Will Pick Up

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATIONS

October 16, 2013

CAPITAL CONNECTION, INC.
ATTN: SETH
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32301

SUBJECT: FRESH AND DIRECT INC
Ref. Number: P13000012081

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE CORPORATE NAME SHOWN IN OUR RECORDS FOR THIS CORPORATION IS "FRESH AND DIRECT INC". PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

PLEASE REMOVE ANY INFORMATION LISTED ON THE LAST PAGE OF THE DOCUMENT PERTAINING TO THIS CORPORATION BEING A NON-PROFIT CORPORATION. PROFIT CORPORATIONS DO NOT HAVE MEMBERS. PLEASE REMOVE ANY REFERENCE TO MEMBERS FROM THE DOCUMENT.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 313A00024219

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRESH AND DIRECT INC**

A Florida Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
13 OCT 17 AM 10:45

THE UNDERSIGNED, being authorized to execute and file these Amended and Restated Articles of Incorporation, hereby certifies that:

FIRST: These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation of FRESH AND DIRECT INC, a Florida corporation (the or this "Corporation"), as heretofore amended.

SECOND: The Articles of Incorporation of this Corporation were filed with the Florida Department of State on February 8, 2013, and this Corporation's State of Florida Document Number is P13000012081.

THIRD: The Articles of Incorporation of this Corporation, as hereby amended and restated, shall hereafter provide as follows:

ARTICLE I - NAME

The name of this corporation, hereinafter referred to as, this "Corporation" is:

FRESH AND DIRECT INC

ARTICLE II - PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is:

2637 East Atlantic Blvd
#19356
Pompano Beach, Florida 33062

ARTICLE III - PURPOSE

This Corporation shall is organized for the purpose of any and all lawful business.

ARTICLE IV

The number of shares the corporation is authorized to issue is 1000000.

ARTICLE V – REGISTERED AGENT

The name and address in the State of Florida of this Corporation's registered agent is:

P2E INC.
4822 Bonita Vista Drive
Tampa, Florida 33634

ARTICLE VI – INCORPORATOR

The name and address of the incorporator is:

MORTEN DUE
2637 E ATLANTIC BLVD
#19356
POMPAÑO BEACH, FLORIDA 33062

ARTICLE VII

The officers and directors of the corporation are:

Title: PST & D
Morten Due
2637 E Atlantic Blvd #19356
Pompano Beach, Florida 33062

Title: VP
Patricia A. Cantrell
2637 E Atlantic Blvd #19356
Pompano Beach, Florida 33062

Title: VP
John V. Tortorello
4822 Bonita Vista Drive
Pompano Beach, Florida 33634


ARTICLE VIII

The effective date for this Corporation shall be February 8, 2013.

These Amended and Restated Articles of Incorporation were approved by the unanimous written consent of Board of Directors of the Corporation, on October 9, 2013 and does not contain any amendment requiring shareholder approval. The date of the amendments adoption is October 9, 2013.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been duly executed and are being submitted to the Florida Department of State for filing, in accordance with Chapter 607 of the Florida Statutes, on this 9th day of October, 2013.

By:



Morten Due, Its President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, having been named as registered agent to accept service of process for FRESH AND DIRECT INC, a Florida corporation, at the place designated in its Amended and Restated Articles of Incorporation attached hereto, hereby certifies that I (i) accept such appointment as registered agent for service, (ii) agree to act in this capacity, and (iii) have hereunto subscribed my name this 9TH day of October, 2013.



Morten Due, Registered Agent