

Division of Corporations

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P130000025816

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ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRESH START BEVERAGE COMPANY

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Pursuant to the provisions of Section 607.1006, Florida Statutes, FRESH START BEVERAGE COMPANY, a Florida corporation (the "Corporation"), document number P13000025816 that filed its Articles of Incorporation with the Florida Department of State on March 19, 2013, hereby adopts the following amendment to its Amended and Restated Articles of Incorporation ("Articles of Incorporation"):

FIRST: The Corporation's Amended and Restated Articles of Incorporation are hereby amended by deleting Fourth Article in its entirety and inserting a new Fourth Article to read as follows:

"**FOURTH: Authorized Capital Stock.** The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred Million (100,000,000) shares, of which (i) Eighty Million (80,000,000) shares shall be Common Stock ("Common Stock"), par value \$0.001 per share, consisting of Sixty Million (60,000,000) shares of Class A Voting Common Stock ("Class A Common Stock") and Twenty Million (20,000,000) shares of Class B Voting Common Stock ("Class B Common Stock") and (ii) Twenty Million (20,000,000) shares shall be Preferred Stock, par value \$0.001 per share ("Preferred Stock").

(a) **Class A Voting Common Stock.** Each share of Common Stock having been issued by the Company prior to date of this amendment and not designated a share of Class B Common Stock by the Board, or issuable upon the exercise of any option, warrant or similar right to purchase or receive shares of Common Stock which have not been designated as a share of Class B Common Stock, is hereby designated a share of Class A Common Stock. The holders of Class A Common Stock, and their assigns and successors shall have the right to one vote for each share of Class A Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of stockholders except as the right to exercise such vote may be limited by the provisions of these Articles of Incorporation or of any class or series of Preferred Stock established hereunder, and voting as a class shall be entitled to elect the Class A Directors as provided for in Article 5 herein.

(b) **Class B Voting Common Stock.** Each holder of record of shares of Common Stock designated Class B Common Stock by the Board of Directors, and their assigns and successors shall have the right to one vote for each share of Class B Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of stockholders except as the right to exercise such vote may be limited by the provisions of these Amended and Restated Articles of Incorporation or of any class or series of Preferred Stock established hereunder, and voting as a class shall be entitled to elect the Class B Directors as provided for in Article 5 herein.

(c) Except with respect to the election of the Class A Directors and the Class B directors, in all other respects, the Class A Common Stock and Class B Common Stock shall have equal rights with respect to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to shareholders, and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares,

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(d) Preferred Stock. The Twenty Million (20,000,000) shares of authorized Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to provide, by resolution or resolutions duly adopted by it prior to issuance, for the creation of each such series and to fix the designation and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determining the following:

1. the designation of such series; the number of shares to constitute such series and the stated value if different from the par value thereof;
2. whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;
3. the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock;
4. whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;
5. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
6. whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relating to the operation thereof;
7. whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;
8. the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of Preferred Stock;
9. the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of Preferred Stock or of any other class; and
10. any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions, thereof."

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SECOND: The Corporation's Amended and Restated Articles of Incorporation are hereby further amended by deleting Fifth Article in its entirety and inserting a new Fifth Article to read as follows:

"FIFTH: Directors. The Board of Directors of the Corporation shall consist of at least 3 directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, which number shall always be a number so that the holders of record of Class B Common Stock shall be entitled to elect that number of directors (the "Class B Directors") which is one more than the directors elected by the holders of record of the Class A Common Stock (the "Class A Directors"), and provided that in the event of a vacancy occurring on the Board of Directors with respect to either the Class A Directors or the Class B Directors, the remaining Class A Directors or Class B Directors, as the case may be, shall appoint an interim director to fill such vacancy until such director is duly elected to office by the holders of record of the Class A Common Stock or the Class B Common Stock as the case may be."

THIRD: These Articles of Amendment were approved by Action by Written Consent of the Board of Director and the Holders of a Majority of the Shares of Outstanding Common Stock in Lieu of a Meeting of the Corporation effective as of November 11, 2015. The number of votes cast for the amendment by the shareholders was sufficient for approval.

FOURTH: These Articles of Amendment shall be effective as of November 13, 2015.

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The undersigned has executed these Articles of Amendment as of the 11th day of November, 2015.

FRESH START BEVERAGE COMPANY

By: 

Steven Gellerman
Chief Executive Officer