

P13000079315

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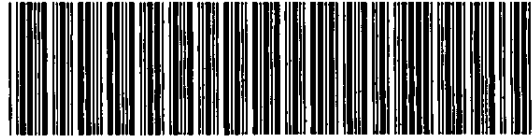
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FILED
16 FEB 25 PM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE FRESH DIET, INC.

DOCUMENT NUMBER: P13000079315

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PETER W. KLEIN

Name of Contact Person

PETER W. KLEIN, P.A.

Firm/ Company

225 NE MIZNER BOULEVARD, SUITE 700

Address

BOCA RATON, FL 33432

City/ State and Zip Code

zalmid@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SUZANNE CHAPMAN

Name of Contact Person

at (561) 232-2058

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FRESH DIET, INC.**

FILED
16 FEB 25 PM 9:40¹
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607, Florida Statutes, the undersigned, being authorized to execute and file these Amended and Restated Articles of Incorporation for THE FRESH DIET, INC., a Florida corporation (the "Corporation"), Document No. P13000079315, amending and restating the Articles of Incorporation originally filed with the Florida Secretary of State on September 25, 2013, hereby certifies that:

These Amended and Restated Articles of Incorporation were duly adopted by the shareholders of the Corporation by unanimous written consent dated as of February 22, 2016.

**ARTICLE I
NAME**

The name of the Corporation is: The Fresh Diet, Inc.

**ARTICLE II
ADDRESS**

The principal office and mailing address of the Corporation shall be:

11900 Biscayne Blvd., Suite 630
North Miami, FL 33181

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida and in particular, without limitation, Chapter 607 of the Florida Statutes, entitled the Florida Business Corporation Act.

**ARTICLE IV
DURATION**

The existence of the Corporation shall be perpetual unless dissolved by law.

ARTICLE V
STOCK

The Corporation is authorized to issue 2,000,000 shares of common stock no par value.

ARTICLE VI
BYLAWS

In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation (the "Board of Directors") is hereby authorized to adopt, amend or repeal the bylaws of the Corporation.

ARTICLE VII
STOCKHOLDERS

Meetings of stockholders of the Corporation may be held within or without the State of Florida, as the bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation. Election of directors shall not be by written ballot unless the bylaws of the Corporation so provide.

ARTICLE VIII
LIMITED DIRECTOR LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or amendment of this ARTICLE VIII or adoption of any provision of the Articles of Incorporation inconsistent with this ARTICLE VIII shall have prospective effect only and shall not adversely affect the liability of a director of the Corporation with respect to any act or omission occurring at or before the time of such repeal, amendment or adoption of an inconsistent provision.

ARTICLE IX
INDEMNIFICATION

(a) The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as amended from time to time, indemnify any director or officer of the Corporation whom it shall have power to indemnify from and against any and all expenses, liabilities or other losses of any nature, and any such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action upon receipt from an

undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as permitted under the Florida Business Corporation Act.

(b) The Corporation shall have the express authority to enter into such agreements as the Board of Directors deems appropriate for the indemnification of directors, officers, employees and agents of the Corporation. Such agreements may contain provisions relating to, among other things, advancement of expenses, a person's right to bring suit against the Corporation to enforce his or her right to indemnification, the establishment of a trust to assure the availability of funds to satisfy the Corporation's indemnification obligations to such person and other matters that the Board of Directors deems appropriate or advisable.

(c) The indemnification provided in this ARTICLE IX shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, limited liability company, joint venture, trust employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act.

(e) Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such repeal or modification.

ARTICLE X AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[Signature Appears on Following Page]

IN WITNESS WHEREOF, the undersigned, being a duly elected and authorized officer of the Corporation, has signed these Amended and Restated Articles of Incorporation on the 22nd day of February, 2016.



Name: Scher Zalman Duchman
Title: President and Chief Executive Officer