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R. WHITE

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CLERK OF COURT
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LAW OFFICES
CARBALLO LAW, P.A.

Miracle Plaza Building
2355 Salzedo Street, Suite 300
Coral Gables, Florida 33134
Telephone: +1-305-673-8300
Facsimile: +1-305-673-8358

Joseph A. Carballo
joe@carballolaw.com

August 16, 2016

Via FedEx

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

Re: G8 Nutrition, Inc.
Amended and Restated Articles of Incorporation

Dear Sir or Madam:

On behalf of my client, G8 Nutrition, Inc., I have enclosed a \$35 check along with the executed Amended and Restated Articles of Incorporation and a certification of the Amended and Restated Articles by the sole officer, sole shareholder and sole director of the corporation.

Please file the Amended and Restated Articles of Incorporation effective August 16, 2016.

Please call me with any questions, or if I may be of any assistance.

Yours truly,


Joseph A. Carballo

Enclosures

cc: G8 Nutrition, Inc.
Carlos Suarez

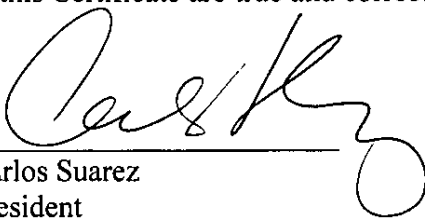
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
G8 NUTRITION, INC.

A Florida Corporation

Carlos Suarez, certifies that:

1. He is the sole shareholder of G8 Nutrition, Inc., a Florida corporation (the "Corporation").
2. He is the President, Secretary and Treasurer of the Corporation, as well as its sole Director.
3. The Articles of Incorporation of the Corporation are amended and restated to read as set forth in the attached Exhibit "A".
4. The Amended and Restated Articles of Incorporation were adopted by a unanimous vote of the sole shareholder, which was sufficient for approval, and were subsequently adopted by the Board of Directors by the unanimous vote of the sole Director.

I declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Certificate are true and correct of my own knowledge



Carlos Suarez
President

EXHIBIT “A”

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

G8 NUTRITION, INC.

A Florida Corporation

**ARTICLE I
Name and Address**

The name of the Corporation is: G8 NUTRITION, INC.

The Corporation's principal place of business and mailing address is:

100 Andalusia Avenue, #512
Coral Gables, Florida 33134

**ARTICLE II
Nature of Business**

The Corporation shall enjoy all rights, powers and privileges conferred upon the corporations by the constitution and laws of the State of Florida, and is organized to engage in any and all lawful business.

**ARTICLE III
Authorized Capital Stock**

The total number of shares of capital stock that the Corporation may issue is 1,000 shares of Common Stock having no par value.

**ARTICLE IV
Common Stock**

Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of the shareholders. Each share of Common Stock shall be entitled to share equally in dividends declared and paid by the Corporation from legally available funds. In the case of voluntary or involuntary liquidation, distribution or sale of assets, dissolution, or winding up of the Corporation, holders of the Common Stock are entitled to receive a pro rata share of the amount distributed.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Shareholder Voting and Quorum

The affirmative vote of seventy percent (70%) of all the shares of Common Stock outstanding and entitled to vote shall be required to approve all matters requiring shareholder approval. Shareholders may take action on a matter at a meeting only if a quorum exists with respect to that matter. Except as otherwise provided by law, seventy percent (70%) of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE VI
Term of Existence

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII
Board of Directors

The business and the affairs of the Corporation shall be managed by, or under the direction of, a Board of Directors, which shall consist of not less than one nor more than three members, the exact number of which shall be fixed from time to time in accordance with the Bylaws of the Corporation.

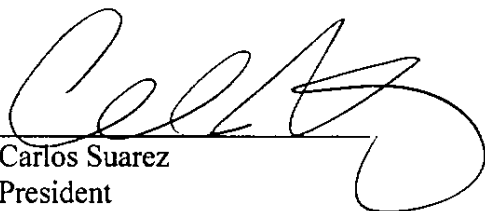
ARTICLE VIII
Bylaws

The Board of Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

ARTICLE IV
No Pre-emptive Rights

The shareholders do not have pre-emptive rights to acquire authorized and unissued shares or treasury shares of the capital stock of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 16th day of August, 2016.



Carlos Suarez
President