

P15000070683

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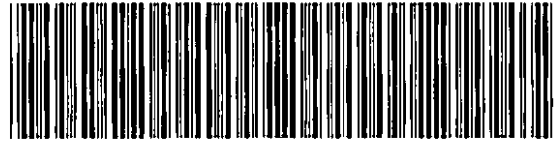
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BRITTON

ROBERT L. SWITKES & ASSOCIATES, P.A.

Attorneys at Law

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BRADLEY F. ZAPPALA, ESQ.
BZappala@switkeslaw.com

August 23, 2018

VIA US MAIL

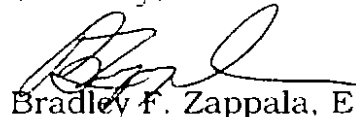
Florida Division of Corporations
Attn: Irene Albritton
P.O. Box 6327
Tallahassee, FL 32314

RE: BEEFREE HOLDINGS INC.
Ref. Number: P15000070683

Dear Ms. Albritton,

Enclosed please find Restated Articles of Incorporation for BEEFREE HOLDINGS INC., which has been updated to incorporate the corrections noted in your correspondence dated August 2, 2018. If the document meets your approval, we would kindly ask that it be filed at your earliest convenience. Should you have any questions, please do not hesitate to contact my office at 305-534-4757.

Sincerely,



Bradley F. Zappala, Esq.
Counsel for BEEFREE HOLDINGS INC.

18 AUG 27 AM 11:00
RECEIVED
TALLAHASSEE
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 2, 2018

JASON SPIEGEL
BEEFREE HOLDINGS INC.
2312 N. MIAMI AVE
MIAMI, FL 33127

SUBJECT: BEEFREE HOLDINGS INC.
Ref. Number: P15000070683

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

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 618A00015934

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TALLAHASSEE, FLORIDA

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**RESTATED ARTICLES OF INCORPORATION
OF
BEEFREE HOLDINGS INC.**

The present name of the corporation is BEEFREE HOLDINGS INC. (the "Corporation"). The Corporation was converted from a Florida limited liability company to a Florida corporation on August 21, 2015, at which time the Corporation filed its original Articles of Incorporation with the Florida Department of State. In compliance with the requirements of the Corporation's Bylaws and the Florida Business Corporation Act (the "FBCA"), the Corporation hereby adopts and files these Restated Articles of Incorporation, as follows:

ARTICLE I: NAME

The name of the corporation is BEEFREE HOLDINGS INC.

ARTICLE II: PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is 2312 N. Miami Ave., Miami, FL 33127.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 100,000,000, divided into classes and series as follows:

- (1) 10,000,000 shares of common stock with a par value of \$0.001 per share; and
- (2) 90,000,000 unissued shares, any or all of which may be issued by future action of the Corporation, with class, par value, preferences, limitations, and relative rights for any additional class or series of shares to be set forth by the Corporation upon any action by the Corporation authorizing the issuance or sale of any amount of such shares.

ARTICLE V: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for shareholders pursuant to the terms set forth in the Stockholders' Agreement dated January 1, 2018, and under the FBCA to the extent that it does not conflict with the Stockholders' Agreement, as may be amended from time to time.

ARTICLE VI: DIRECTORS

The Board of Directors of the Corporation shall consist of three (3) members. This number may be increased or decreased from time to time in accordance with the Corporation's Bylaws, but shall

never be less than one. The names and addresses of the individuals who will serve on the initial Board of Directors under this restatement are:

Kristopher Kimball, Director

Address: 2312 N. Miami Ave., Miami, FL 33127

Jason Spiegel, Director

Address: 2312 N. Miami Ave., Miami, FL 33127

Matthew Friedmann, Director

Address: 2312 N. Miami Ave., Miami, FL 33127

ARTICLE VII: REGISTERED OFFICE AND AGENT

The street address of the registered agent of the Corporation is 407 Lincoln Road, PH SE, Miami Beach, FL 33139. The name of the registered agent of the Corporation at that office is Bradley F. Zappala, Esq.

ARTICLE VIII: INCORPORATOR

The names and street addresses of the Corporation's incorporator is:

Jason Spiegel

Address: 2312 N. Miami Ave., Miami, FL 33127

ARTICLE IX: TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the Bylaws of the Corporation and the laws of the State of Florida.

ARTICLE X: EFFECTIVE DATE AND TIME

The effective date and time of these Restated Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

ADOPTION OF AMENDMENT CERTIFICATE

These Restated Articles of Incorporation were approved and adopted on April 30, 2018, by the Board of Directors with approval of the Shareholders, the number of votes cast by whom was sufficient for approval. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, or in any amendment hereto, or to add any provision to these Restated Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by Florida law and by the Corporation's Bylaws,

and all rights conferred upon shareholders, directors, officers, or other persons in these Restated Articles of Incorporation, or in any amendment hereto, are subject to this reservation.

Signature Page

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in these Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

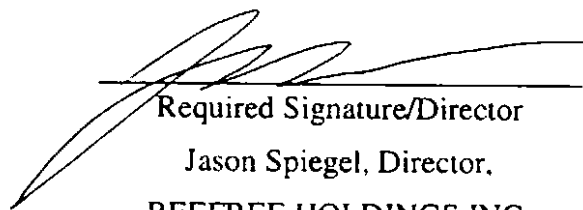


Required Signature/Registered Agent

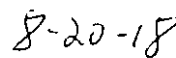


Date

On behalf of the above stated Corporation, I submit these Restated Articles of Incorporation and affirm that the facts stated herein are true.



Required Signature/Director
Jason Spiegel, Director,
BEEFREE HOLDINGS INC.



Date