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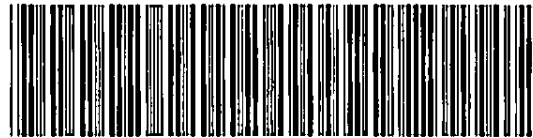
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S. YOUNG

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Power Beverage Corp.

DOCUMENT NUMBER: PL000073390

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

Please return all correspondence concerning this matter to the following:

Power Meus  
Name of Contact Person

Firm/ Company  
204 NE 26th street  
Address  
Fort Lauderdale Beach 33064  
City/ State and Zip Code

Powermeus@yahoo.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Power Meus Power Meus at 305 690-1226  
Name of Contact Person 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

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**Amended  
Articles of Incorporation  
Of  
POWER BEVERAGE CORP.**

F-AL-17-27  
17 DEC 18 PM 3:39  
FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF MIAMI  
STATE OF FLORIDA

Know all men by these present that the undersigned have this day voluntarily associated ourselves together for the purpose of forming a corporation for the transaction of business and the promotion and conduct of the objects and purposes hereinafter stated, under and pursuant to the provisions of Florida inclusive as amended and do state and certify that the articles of incorporation are as follows:

**First:** Name

The name of the corporation is **POWER BEVERAGE CORP.**, (The "Corporation").

**Second:** Registered Office and Agent

The address of the principal office of the corporation in the State of Florida is **204 NE 26<sup>th</sup> Street, Pompano Beach, Florida 33064**, County of **Broward**. The name and address of the corporation's Registered Agent in the State of Florida is **Marlon Berrouet, 14060 Biscayne Blvd. #917 North Miami Florida 33181**, at said address, until such time as another agent is duly authorized and appointed by the corporation.

**Third:** Purpose and business

The purpose of the corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Florida Revised Statutes of the State of Florida, including, but not limited to the following:

- (a) The Corporation may at any time exercise such rights, privileges, and powers, when not inconsistent with the purposes and object for which this corporation is organized;
- (b) The Corporation shall have power to have succession by its corporate name in perpetuity, or until dissolved and its affairs wound up according to law;
- (c) The Corporation shall have power to sue and be sued in any court of law or equity;
- (d) The Corporation shall have power to make contracts;
- (e) The Corporation shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Florida, or in any other state, territory or country;

- (f) The corporation shall have power to appoint such officers and agents as the affairs of the Corporation shall require and allow them suitable compensation;
- (g) The Corporation shall have power to make bylaws not inconsistent with the constitution or laws of the United States, or of the State of Florida, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business and the calling and holding of meetings of stockholders;
- (h) The Corporation shall have the power to wind up and dissolve itself, or be wound up or dissolved;
- (i) The Corporation shall have the power to adopt and use a common seal or stamp, or to not use such seal or stamp and if one is used, to alter the same. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The Corporation may use a seal or stamp, if it desires, but such use or non-use shall not in any way affect the legality of the document;
- (j) The Corporation shall have the power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for another lawful object;
- (k) The Corporation shall have the power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidence in indebtedness created by any other corporation or corporations in the State of Florida, or any other state or government and, while the owner of such stock, bonds, securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any;
- (l) The Corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock and use therefore its capital, capital surplus, surplus or other property or fund;
- (m) The Corporation shall have the power to conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any foreign country;

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- (n) The Corporation shall have the power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its articles of incorporation, or any amendments thereof, or necessary or incidental to the protection and benefit of the Corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether or not such business is similar in nature to the purposes set forth in the articles of incorporation of the Corporation, or any amendment thereof;
- (o) The Corporation shall have the power to make donations for the public welfare or for charitable, scientific or educational purposes;
- (p) The Corporation shall have the power to enter partnerships, general or limited, or joint ventures, in connection with any lawful activities.

**Fourth: Capital Stock**

1. Classes and Number of Shares. The total number of shares of all classes of stock, which the corporation shall have authority to issue, is **(Ten Million)** 10,000,000, consisting of **10,000,000** (Ten Million) shares of Common Stock with a **par value of \$0.001 per share** (The "Common Stock").
2. Powers and Rights of Common Stock
  - (a) Preemptive Right: No shareholders of the Corporation holding common stock shall have any preemptive or other right to subscribe for any additional un-issued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges unless so authorized by the Corporation;
  - (b) Voting Rights and Powers: With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of the Common Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of the Common Stock standing in his/her name;
  - (c) Dividends and Distributions
    - (i) Cash Dividends: Holders of Common Stock shall be entitled to receive such cash dividends as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore;
    - (ii) Other Dividends and Distributions: The Board of Directors may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock;

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(iii) Other Rights: Except as otherwise required by the Florida Revised Statutes and as may otherwise be provided in these Articles of Incorporation, each share of the Common Stock shall have identical powers, preferences and rights, including rights in liquidation;

3. Issuance of the Common Stock: The Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any or all shares of the Common Stock herein authorized in accordance with the terms and conditions set forth in these Articles of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration all as the Board of Directors in its discretion may determine and without any vote or other action by the stockholders, except as otherwise required by law. The Board of Directors, from time to time, also may authorize, by resolution, options, warrants and other rights convertible into Common stock ("securities.") The securities must be issued for such consideration, including cash, property, or services, as the Board or Directors may deem appropriate, subject to the requirement that the value of such consideration be no less than the par value of the shares issued. Any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon, provided that the actual value of such consideration is not less than the par value of the shares so issued. The Board of Directors may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock only to the then holders of the outstanding shares of the Common Stock.
4. Cumulative Voting: Except as otherwise required by applicable law, there shall be no cumulative voting on any matter brought to a vote of stockholders of the Corporation.

**Fifth:** Adoption of Bylaws.

In the furtherance and not in limitation of the powers conferred by statute and subject to Article Sixth hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation (the "Bylaws").

**Sixth:** Shareholder Amendment of Bylaws.

Notwithstanding Article Fifth hereof, the bylaws may also be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than **Fifty-Percent (50%)** of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class.

**Seventh:** Board of Directors

The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. Except as may otherwise be provided pursuant to Section 4 or Article Fourth hereof in connection with rights to elect additional directors under specified

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circumstances, the exact number of directors of the Corporation shall be determined from time to time by a bylaw or amendment thereto, providing that the number of directors shall not be reduced to less than one (1). The director holding office at the time of the filing of these Articles of Incorporation shall continue as director until the next annual meeting and/or until their successors are duly chosen.

**Eighth:** Term of Board of Directors.

Except as otherwise required by applicable law, each director shall serve for a term of one year ending on the date of subsequent Annual Meeting of Stockholders of the Corporation (the "Annual Meeting") following the Annual Meeting at which such director was elected. All directors shall have equal standing.

Notwithstanding the foregoing provisions of this Article Eighth each director shall serve until their successor is elected and qualified or until their death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 4 or Article Fourth hereof in connection with rights to elect such additional directors under specified circumstances, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board or Directors establishing such class or series.

**Ninth:** Vacancies on Board of Directors

Except as may otherwise be provided pursuant to Section 4 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board of Directors resulting from death, resignation, removal, or other causes, shall be filled solely by the quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal, whichever first occurs.

**Tenth:** Removal of Directors

Except as may otherwise be provided pursuant to Section 4 or Article Fourth hereof in connection with rights to elect additional directors under specified circumstances, any director may be removed from office only for cause and only by the affirmative vote of the holders of not less than **Fifty-Percent (50%)** of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director, provided, however, that where such removal is approved by a majority of the Directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director shall be required for approval of such removal. Failure of an incumbent director to be nominated to serve an additional term of office shall not be deemed a removal from office requiring any stockholder vote.

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**Eleventh:** Stockholder Action

Any action required or permitted to be taken by the stockholders of the Corporation must be effective at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation, unless such action requiring or permitting stockholder approval is approved by a majority of the Directors, in which case such action may be authorized or taken by the written consent of the holders of outstanding shares of Voting Stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted, provided all other requirements of applicable law these Articles have been satisfied.

**Twelfth:** Special Stockholder Meeting

Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by a majority of the Board of Directors or by the Chairman of the Board or the President. Special meeting may not be called by any other person or persons. Each special meeting shall be held at such date and time as is requested by the person or persons calling the meeting, within the limits fixed by law.

**Thirteenth:** Location of Stockholder Meetings.

Meetings of stockholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of the Florida Revised Statutes) 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.

**Fourteenth:** Private Property of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever and the stockholders shall not be personally liable for the payment of the corporation's debts.

**Fifteenth:** Stockholder Appraisal Rights in Business Combinations.

To the maximum extent permissible under the Florida Revised Statutes of the State of Florida, the stockholders of the Corporation shall be entitled to the statutory appraisal rights provided therein, with respect to any business Combination involving the Corporation and any stockholder (or any affiliate or associate of any stockholder), which required the affirmative vote of the Corporation's stockholders.

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**Sixteenth:** Other Amendments.

The Corporation reserves the right to adopt, repeals, rescinds, alter or amend in any respect any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable law and all rights conferred on stockholders herein granted subject to this reservation.

**Seventeenth:** Term of Existence.

The Corporation is to have perpetual existence.

**Eighteenth:** Liability of Directors.

No director of this Corporation shall have personal liability to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officers involving any act or omission of any such director or officer. The foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or, which involve intentional misconduct or a knowing violation of law, (iii) under applicable Sections of the Florida Revised Statutes, (iv) the payment of dividends in violation of the Florida Revised Statutes or, (v) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

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**Nineteenth:** Name and Address of first Directors and Incorporators.

The names and addresses of the incorporators of the Corporation and the first Directors of the Board of Directors of the Corporation which shall be one (1) in number is as follows:

**DIRECTOR #1**

**Power Meus  
204 NE 26<sup>th</sup> Street  
Pompano Beach, Florida 33064**

I, **Power Meus**, being the first director and Incorporator herein before named, for the purpose of forming a corporation pursuant to the Florida Revised Statutes of the State of Florida, do make these Articles, hereby declaring and certifying that this is my act and deed and the facts herein stated are true and accordingly have hereunto set my hand this 5 day of December 2017.

By: \_\_\_\_\_

**Power Meus**

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STATE OF FLORIDA  
SECRETARY OF STATE

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
BY RESIDENT AGENT

IN THE MATTER OF **POWER BEVERAGE CORP.**, a Florida corporation, **Marlon Berrouet**, with the address at **14060 Biscayne Blvd. #917, North Miami Florida 33181**, County of **Dade**, State of **Florida**, hereby accepts the appointment as Resident Agent of the above-entitled corporation. I am familiar with and accept the obligations of this position.

IN WITNESS WHEREOF, I have hereunto set my hand this 5 day of December 2017.

  
\_\_\_\_\_

Authorized Signatory  
Marlon Berrouet

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The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_,"  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 11/20/2017

Signature Power Meus

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Power Meus

\_\_\_\_\_  
(Typed or printed name of person signing)

Incorporator & President

\_\_\_\_\_  
(Title of person signing)