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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
EATUP INC.**

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R. SCOTT

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**ARTICLES OF INCORPORATION  
OF  
EATUP INC.**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is EatUp, Inc. Its principal office address and business mailing address is 8004 Northwest 154th Street, STE 415, Miami Lakes, Florida 33016.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the directors constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Nathaniel Horenstein	8785 Northwest 41st Street Cooper City, Florida 33024
Juan C. Murillo	711 Northeast 23rd Terrace Apt. 201 Miami, Florida 33137

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**ARTICLE VI - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602; and the initial registered agent of this corporation at such office shall be CF Registered Agent, Inc., a Florida corporation, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VII - INDEMNIFICATION**

No director of the Corporation shall be personally liable to the corporation or its shareholders for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE VIII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Name

Matthew E. Kohen, Esq.

Address

100 SE Second Street  
Suite 4200  
Miami, Florida 33131

Dated: February 24, 2016



Matthew E. Kohen, Esq.,  
Incorporator

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 24th day of February, 2016.

**Registered Agent:**

CF Registered Agent, Inc.

By:   
Matthew E. Kohen, Esq.  
Authorized Agent