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COR AMND/RESTATE/CORRECT OR O/D RESIGN
NATURAL LIFE FRANCHISE CORP

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ARTICLES OF RESTATEMENT
REGARDING THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATURAL LIFE FRANCHISE CORP

NATURAL LIFE FRANCHISE CORP, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 and other applicable provisions of the Florida Business Corporation Act (Chapter 607, Florida Statutes) (the "FBCA"), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is **NATURAL LIFE FRANCHISE CORP.**
2. The Corporation's Articles of Incorporation were initially filed with the Department of State of the State of Florida on May 10, 2019 and were assigned Document Number P19000041416.
3. The full text of the Corporation's Amended and Restated Articles of Incorporation (the "Restated Articles") are attached to these Articles of Restatement, and contain various amendments to the Corporation's existing articles of incorporation (as amended to date), all as set forth in full in the Restated Articles attached hereto.
4. Prior to the filing with the Department of State of the State of Florida, and the effectiveness of, the Restated Articles, the Corporation has no authorized shares or shareholders. Accordingly, no shareholder approval of the Restated Articles is required. Pursuant to a written consent of the Corporation's sole incorporator dated as of October 15, 2019 (effected pursuant to Sections 607.0205(1)(b) and 607.0205(2) of the FBCA), a Board of Directors of and for the Corporation was constituted, designated and elected.
5. The Restated Articles contain amendments to the Corporation's Articles of Incorporation which require Board of Directors approval; each such amendment (and the Restated Articles incorporating same) were duly approved and adopted by the Corporation's Board of Directors as of October 16, 2019 pursuant to a written consent dated as of that date (effected pursuant to Sections 607.0821 and 607.1007 and other applicable provisions of the FBCA).

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Restatement
as of the 16th day of October, 2019.

NATURAL LIFE FRANCHISE CORP



By: Gabriel Suarez
Title: President



By: Gabriel Suarez
Title: Secretary

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION****OF****NATURAL LIFE FRANCHISE CORP
(a Florida corporation)**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (as the same may be amended from time to time, with references to specific provisions and sections to include and refer to successor provisions and sections in any such amended version of the statute, the "FBCA"), the Articles of Incorporation of **NATURAL LIFE FRANCHISE CORP**, a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida (the "Department") on May 10, 2019, and effective June 1, 2019, are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is **NATURAL LIFE FRANCHISE CORP** (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the current principal place of business and registered office of the Corporation is 2256 W Pensacola Street, Unit 3, Tallahassee, Florida 32304; such principal place of business of the Corporation may be relocated to such address and city within or without the State of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The Corporation's mailing address is 1808 Medart Drive, Tallahassee, Florida, 32303. The name and address of the Corporation's registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Amended and Restated Articles of Incorporation, is Gabriel Suarez, located at 2256 W Pensacola Street, Unit 1, Tallahassee, Florida 32304.

ARTICLE III - PURPOSE

The Corporation may engage in any lawful act, activity or business for which corporations may be organized under the FBCA.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Forty Thousand (40,000) shares, at a par value of \$0.001 per share, consisting of (a) Thirty Thousand (30,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and (b) Ten Thousand (10,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

A statement of the powers, privileges and relative rights, and the qualifications, limitations and restrictions thereof or applicable to such shares, in respect of each authorized class of capital stock of the Corporation, is as follows:

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A. Common Stock

1. General. The Board of Directors is hereby expressly authorized, out of the authorized but unissued shares of Common Stock, to issue shares of Common Stock at such time or times, subject to such terms and conditions, and for such consideration as the Board of Directors may determine in its sole discretion. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights permitted or provided under the FBCA (except as expressly otherwise provided under or pursuant to these Amended and Restated Articles of Incorporation). The holders of the Common Stock shall have identical powers, preferences, qualifications, limitations, privileges and other rights with respect to (i) dividends and distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) except as expressly otherwise provided under or pursuant to these Amended and Restated Articles of Incorporation, all other matters affecting the Corporation.

2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

3. Dividends. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

4. Liquidation. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of the net assets of the Corporation in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

5. Shareholders Agreements. Pursuant to Section 607.0732 of the FBCA, agreements among the shareholders of the Corporation and the Corporation providing for any one or more of the matters set forth in Section 607.0732(1) of the FBCA (and such other matters as the parties to such agreement may approve and agree to in such agreement so long as not contrary to public policy) are specifically authorized.

6. Preemptive Rights. Pursuant to Section 607.0630 of the FBCA, the Corporation elects to have preemptive rights, the terms and conditions of which shall be set forth in a shareholders agreement entered into among the holders of the issued and outstanding shares of capital stock of the Corporation and the Corporation or, in the absence thereof, as provided under the FBCA. Preemptive rights shall mean and include preferential, preemptive and/or priority rights of or allocated among the shareholders of the Corporation to subscribe for or purchase unissued shares or treasury shares of the Corporation (or rights, warrants, options or securities convertible into or exchangeable for any such shares of the Corporation) which the Board of Directors determines to issue and authorizes the issuance of.

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8. Cumulative Voting. Except as expressly provided by resolution(s) duly adopted and authorized by the Board of Directors, holders of shares of Common Stock of the Corporation shall not have the right to cumulate their votes in the election of directors or otherwise.

B. Preferred Stock

1. Authority to Issue Preferred Stock in Classes or Series. The Board of Directors is hereby expressly authorized, out of the authorized but unissued shares of Preferred Stock, to issue shares of Preferred Stock at such time or times, subject to such terms and conditions, and for such consideration as the Board of Directors may determine in its sole discretion. Each class or series of Preferred Stock shall be designated so as to distinguish the shares thereof from the shares of all other classes and series. All shares of a series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise specifically provided in the designation and description of the series, with those of other series of the same class. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless specifically provided for herein.

2. Authority to Designate and Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors is expressly authorized, subject to the limitations prescribed by law and the provisions of these Amended and Restated Articles of Incorporation, to provide, by adopting a resolution or resolutions of the Board, for the designation and issuance of the undesignated Preferred Stock in one or more classes or series, each with such preferences, limitations and relative rights and privileges as shall be set forth in articles of amendment to these Amended and Restated Articles of Incorporation, which shall be filed in accordance with the FBCA. Without limiting the foregoing, the authority of the Board of Directors with respect to each such class or series shall include the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms or in what events;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive, in preference over any or all other class(es) or series, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (and distribution of the net assets of the Corporation in connection therewith);

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class

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or series, including the price or prices or the rate or rates of conversion or exchange, the terms and conditions of conversion or exchange, and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special, conditional or limited voting rights with respect to any matter, including with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, limitations or relative rights and privileges thereof as the Board of Directors, acting in accordance with applicable law and these Amended and Restated Articles of Incorporation, may deem advisable and which are not inconsistent with law or with the provisions of these Amended and Restated Articles of Incorporation.

C. Options, Warrants and Rights; Restricted Stock Awards

1. Options, Warrants and Rights. The Corporation may issue options, warrants and rights for or regarding the purchase of shares of the capital stock of the Corporation, and may issue securities which are convertible into or exchangeable for shares of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which such options, warrants, rights or securities are issued, their form and content and the consideration for which, and terms and conditions upon which, the shares are to be so issued.

2. Restricted Stock Awards. The Corporation may enter into restricted stock award agreements with one or more existing or prospective shareholders of the Corporation upon such terms and subject to such conditions and restrictions (including terms, conditions and restrictions providing for vesting and/or forfeiture of the shares of Common Stock covered or addressed by such agreement(s)) as the Board of Directors may deem appropriate in its discretion.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall consist of not fewer than one (1) nor more than five (5) members. The number of directors constituting the Board, within these limits, may be fixed, and increased or decreased, from time to time as provided in the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least eighteen (18) years of age, but need not be residents of the State of Florida or shareholders of the Corporation.

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ARTICLE VI - BOARD ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at a meeting of the Board of Directors (or of a committee of the Board of Directors) may be taken without a meeting, without prior notice and without a vote if the action is taken by the written consent of all members of the Board of Directors (or of such committee of the Board of Directors). The action must be evidenced by one or more written consents describing the action taken and signed by each director (or committee member), which consent(s) shall be filed in the official minute books of the Corporation in which proceedings of meetings of the Board of Directors are recorded. Any action taken by written consent under this Article VI shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise, and shall have the same effect as a vote of the Board of Directors at a duly called and held meeting at which a quorum is present and may be described as such in any certificate or document.

ARTICLE VII - ANNUAL & SPECIAL MEETINGS OF SHAREHOLDERS

A. Annual Meetings of Shareholders. Except as otherwise expressly required by the FBCA or by or pursuant to these Amended and Restated Articles of Incorporation, the Corporation shall not be required to call or hold an annual meeting of shareholders of the Corporation.

B. Special Meeting(s) of Shareholders. Except as otherwise required by the FBCA or by or pursuant to these Amended and Restated Articles of Incorporation, the Corporation shall not be required to call or hold a special meeting of shareholders of the Corporation unless (in addition to any other requirement(s) of applicable law or elsewhere in these Amended and Restated Articles of Incorporation) (i) the holders of outstanding Common Stock having in the aggregate not less than one third (1/3) of all the votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the special meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (b) the Corporation's Chairman of the Board of Directors or Chief Executive Officer, or (c) the Corporation's Secretary upon the written request of any two or more members of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice as required under the applicable provisions of the FBCA may be conducted at a special shareholders' meeting.

ARTICLE VIII - SHAREHOLDER ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the written consent of the holders of the outstanding shares of the Corporation entitled to vote on such action having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes entitled to vote thereon in order to approve the applicable action by the shareholders, and delivered to the Secretary, the President or such other officer or agent of the Corporation having custody of the official books of the Corporation in which proceedings of meetings of the shareholders are recorded (the "Shareholder Minute Books"). Whenever action is

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taken pursuant to this Article VIII, the written consent(s) of shareholders, or the written certificate of the Secretary or report(s) of inspectors who may be appointed to tabulate shareholder consents, shall be filed in the Shareholder Minute Books. No written consent of shareholders shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the date of the earliest dated consent delivered in the manner provided in this Article VIII, written consents signed by the holders of the number of shares required to take action are delivered to the Corporation by delivery as required in this Article VIII. Within ten (10) days after obtaining such authorization by written consent of shareholders, notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the requirements of the FBCA. Any action taken by written consent under this Article VIII shall have the same effect as a vote of shareholders at a duly called and held meeting at which a quorum is present and may be described as such in any certificate or document. The Bylaws of the Corporation may include rules, procedures and provisions applicable to action(s) by written consent of shareholders not inconsistent with this Article VIII.

ARTICLE IX - LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA or any other applicable law limiting the liability of directors of the Corporation more broadly than the FBCA, no member of the Board of Directors of the Corporation is or shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to or in respect of any statement, vote, decision, action or failure to vote, decide or take action by a director or the Board of Directors, unless the breach or failure to perform his or her duties as a director is proven to satisfy the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA or any other applicable law limiting the liability of directors of the Corporation more broadly than the FBCA, and without limiting the preceding sentence in this Article IX, a member of the Board of Directors shall not be or be held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office either (a) in compliance with the applicable general standards for directors as provided under Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended, or (b) in a manner that pursuant to Section 607.0831(1) of the FBCA would preclude the director from being or being held liable for monetary damages. Notwithstanding the foregoing, if the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right, protection or limitation of liability of or regarding a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE X - INDEMNIFICATION & INSURANCE

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and 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, administrators and personal and legal representatives; 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,

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executors, administrators or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. Such indemnification shall be authorized if such director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The right to indemnification conferred by this Article X shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of the final disposition of such proceeding upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if he or she is ultimately determined and found by a court of competent jurisdiction not to be entitled to indemnification by the Corporation pursuant to this Article X.

The Corporation may, to the extent authorized from time to time in or pursuant to the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and/or to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article X to directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal, amendment or modification of this Article X shall not adversely affect any rights to indemnification and/or to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of and for the benefit of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or plan, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article X.

The Bylaws of the Corporation may include rules, procedures and provisions applicable to indemnification, advancement of expenses and insurance matters not inconsistent with this Article X. The terms "expenses", "liability", "proceeding" and "serving at the request of the corporation" as used herein shall be construed broadly and shall have the meanings ascribed to such terms under Section 607.0850 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended.

ARTICLE XI – BYLAWS; BYLAW AMENDMENTS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the applicable laws of the State of Florida or with these Amended

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and Restated Articles of Incorporation. The Bylaws of the Corporation may contain any rule, procedure, term or provision regarding managing the business or regulating the affairs of the Corporation not inconsistent with the applicable laws of the State of Florida or with these Amended and Restated Articles of Incorporation. For the shareholders to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Amended and Restated Articles of Incorporation) must be approved by the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Amended and Restated Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or that particular Bylaw provision. The Corporation reserves the right to alter, amend, change or repeal any provision contained in the Bylaws of the Corporation, or any amendment thereto, in the manner now or hereafter provided in or pursuant to the FBCA (as the same exists or may hereafter be amended), and any and all powers, preferences, privileges and other rights conferred on shareholders or any shareholder are subject to this reservation.

ARTICLE XII - ARTICLES' AMENDMENTS: RESERVATION OF RIGHTS

The Corporation reserves the right to alter, amend, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, in the manner now or hereafter provided in or pursuant to the FBCA (as the same exists or may hereafter be amended), and any and all powers, preferences, privileges and other rights conferred on shareholders or any shareholder herein are subject to this reservation.

* * * * *


This amendment and restatement of the articles of incorporation of the Corporation (i) has been duly authorized and approved by the requisite vote or consent of the shareholders of the Corporation as required under and pursuant to Sections 607.1007 and 607.1003 of the FBCA, and (ii) supersedes and replaces in its entirety the original articles of incorporation of the Corporation and all amendments thereto effected prior to the date hereof.

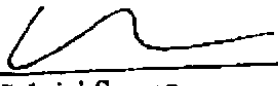
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IN WITNESS WHEREOF, the undersigned, by and on behalf of the Corporation and for the purpose of amending and restating the Corporation's articles of incorporation pursuant to the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation as of this 16th day of October, 2019.

NATURAL LIFE FRANCHISE CORP



By: Gabriel Suarez
Title: Incorporator & President


By: Gabriel Suarez
Title: Secretary

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**CONSENT TO APPOINTMENT AS REGISTERED AGENT
OF
NATURAL LIFE FRANCHISE CORP**

The undersigned, Gabriel Suarez, whose business address is 2256 W Pensacola Street, Unit 1, Tallahassee, Florida 32304, hereby accepts appointment as the registered agent of **NATURAL LIFE FRANCHISE CORP**, a Florida corporation, and is familiar with and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Gabriel Suarez,
Registered Agent