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DATE: 1/31/18

NAME: PERFORMANCE BRANDS, INC

TYPE OF FILING: AMENDED AND RESTATED

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PERFORMANCE BRANDS, INC.**

2018 12 31 PM 3:12

PERFORMANCE BRANDS, INC. (the "**Corporation**"), a corporation organized and existing under the laws of the State of Florida, hereby certifies that:

1. The name of the Corporation is Performance Brands, Inc. Articles of Incorporation of the Corporation originally were filed with the Secretary of State of the State of Florida on September 21, 1995; Articles of Amendment to Articles of Incorporation were filed with the Secretary of State of Florida on November 1, 2001; October 20, 2004; and October 24, 2017, respectively (collectively, the "**Articles of Incorporation**").

2. These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation and all amendments thereto in compliance with the requirements of the Florida Business Corporation Act (the "**FBCA**").

3. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLE I: NAME

The name of the corporation is Performance Brands, Inc. (the "**Corporation**").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 905 Shotgun Road, Sunrise, FL 33326.

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: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is Stacy Kaufman, 905 Shotgun Road, Sunrise, FL 33326.

ARTICLE V: CAPITAL STOCK

The total number of shares that the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares divided into classes as follows: (i) Ninety Thousand (90,000) shares of Class A voting common stock with a par value of One Dollar (\$1.00) per share; and (ii) Ten Thousand (10,000) shares of Class B non-voting common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the Board of Directors and Officer of the Corporation is:

Stacy Kaufman, Director/President/Treasurer
~~901~~ Shotgun Road, Sunrise, FL 33326

945

Robert Z Kaufman, Vice President
55 Truman Drive, Weston, FL 33326

ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

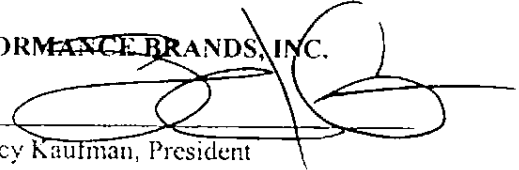
ARTICLE VIII: ADOPTION OF AMENDMENT

The foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors and a majority of the shareholders of the Corporation by written consent and proper notice was given pursuant to Section 607.0704 of the Florida Statutes. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

[Signature Immediately Follows]

IT WITNESS WHEREOF, Performance Brands, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by its President on this 1st day of January, 2018.

PERFORMANCE BRANDS, INC.

By: 
Stacy Kaufman, President