

FIRST AND SECOND RIGHT OF REFUSAL

The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the corporation to exercise the corporation's right to so impose such restrictions. All shares issued by this corporation shall be restricted in the following manner:

1. Upon receipt by a shareholder (hereinafter "*Selling Shareholder*") of a bona fide offer to purchase all or any portion of his shares by a person (hereinafter "*Purchaser*") not a shareholder of the corporation, the *Selling Shareholder* shall give written notice (hereinafter "*Notice of Offer*") to the corporation setting forth the name and address of the *Purchaser*, and all details of the offer including, without limitation, the number of shares proposed to be sold, price per share, payment terms, and then offering to the corporation the shares proposed to be sold in the same manner and time and upon the same terms and conditions as set forth in the *Notice of Offer*, thereby giving the corporation the first right of refusal.
2. In the event of the corporation's refusal, the shareholders of record shall have the second right of refusal. The shares available to each shareholder of record shall be prorated among the shareholders offering to purchase on the basis of the shares owned in this corporation by the person desiring to purchase the shares to the shares owned in this corporation by all persons desiring to purchase said shares. At any time within 21 days after receipt of the *Notice of Offer*, the corporation or the shareholders of record, by giving written notice to the *Selling Shareholder*, may elect to purchase the shares proposed to be sold by the *Selling Shareholder* in accordance with the manner, time, terms and conditions set forth in the *Notice of Offer*. If neither the corporation, nor the shareholders of record elects to purchase the shares proposed to be sold, then the *Selling Shareholder* may proceed with the disposition of the shares, but only to the *Purchaser* in accordance with the same manner, time, terms and conditions set forth in the *Notice of Offer*.
3. Upon any transfer of shares to a *Purchaser*, the *Purchaser* shall, by acceptance of such shares, be deemed to have agreed to be bound by all restrictions contained in these Articles of Incorporation, and the *Selling Shareholder* shall require the *Purchaser* to agree in writing to be bound by all such restrictions.

By-Laws
Of
Boba Republic, Inc.

Page 1

ARTICLE I

GENERAL

Section 1.01. Name. The name of the corporation is BOBA REPUBLIC, INC. (hereinafter referred to as the corporation).

Section 1.02. Annual Meeting. The annual meeting of the shareholders for the election of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held within thirty (30) days of the first Saturday of November of each year if such day is not a legal holiday. If it is a legal holiday, the meeting will be held at same time on the next succeeding business day.

Section 1.03. Number of Directors. The number of Directors of the Corporation shall not be less than two (2), nor more than seven (7).

Section 1.04. Principal Office and Registered Agent. The principal place of business and principal office of the Corporation shall be located at such place as the Board shall from time to time determine, and the Corporation may have such other offices, either within or outside the State of Colorado, as the Board of Directors may designate or as the businesses of the Corporation may require from time to time. The registered office as required by the Colorado Corporation Act to be maintained in the State of Colorado may be but need not be, identical with the principal office, and the address of the registered agent may be changed from time to time by appropriate action of the Board of Directors, with proper notice of such change to be given in all cases to the Secretary of State of the State of Colorado.

Section 1.05. Seal. The seal of the Corporation shall be circular in form and mounted on a metal die, suitable for impressing the same upon paper. The seal shall consist of two concentric circles, between which shall be the name of the Corporation and a designation of the State of Colorado, and in the center of which shall be the word "seal."

ARTICLE II

CAPITAL STOCK

Section 2.01. Consideration for shares. The Board of Directors shall cause the Corporation to issue the capital stock of the Corporation for such consideration as has been or shall be fixed by such Board pursuant to the provisions of the Articles of Incorporation, as amended.

By-Laws Of Boba Republic, Inc.

Page 2

Section 2.02. Payment of Shares. Subject to the provisions of the Articles of Incorporation, the consideration for the issuance of shares of the capital stock of the Corporation may be paid, in whole or in part, in money, in other property, tangible or intangible, or in labor actually performed for, or to be performed for, or services actually rendered to, or to be rendered to, the Corporation.

Section 2.03. Certificate Representing Shares. The certificate representing shares of the Corporation shall be in such form as shall be adopted by the Board of Directors, and shall be numbered and registered in the order issued. They shall bear the holder's name and the number of shares, and shall be signed by the President or Vice-President, and also by the Secretary or an Assistant Secretary, and shall bear the corporate seal.

Section 2.04. Transfer of Stock. The capital stock of the Corporation shall be transferable on the books of the Corporation upon surrender of the certificate or certificates representing the same, properly endorsed by the registered holder or by his duly authorized attorney, such endorsement or endorsements to be witnessed by one witness. The requirement for such witnessing may be waived in writing upon the form of endorsement by the President of the Corporation.

Section 2.05. Equitable Interest in Stock Need not be Recognized. The Corporation and its officers shall be entitled to treat the holder of record of any share or shares of stock of the Corporation as the holder in fact thereof, and accordingly shall not be required to recognize any equitable person or persons, whether or not express notice thereof shall not be required to recognize any equitable or other claim to or interest in such shares by the laws of Colorado, or by these By-Laws.

ARTICLE III

MEETINGS OF SHAREHOLDERS

Section 3.01. Place of Meetings. All meetings of shareholders of the Corporation shall be held at such place, within or without the State of Colorado, as may be specified in the respective notices or waivers of notice thereof, or proxies to represent shareholders thereat.

Section 3.02. Annul Meeting. If for any reason the annual meeting of the shareholders shall not be held at the time and place herein provided, the same may be held at any time thereafter, of the business to be transacted at such annual meeting may be transacted at any special meeting called for that purpose.

Section 3.03. Special Meetings. Special meetings of the shareholders, for any purpose, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than one-tenth of all of the outstanding shares of the Corporation entitled to vote at the meeting.

By-Laws Of Boba Republic, Inc.

Page 3

Section 3.04. Notice of Meetings. A written notice, stating the place, day and hour of the meetings, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary or by the officers or persons calling the meeting, to each holder of the capital stock of the Corporation at the time entitled to vote, at such address as appears upon the records of the Corporation, at least ten (10) days before the date of the meetings. Notice of any such meeting may be waived in writing by any shareholder if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver or notice of such meeting.

Section 3.05. Voting at Meetings

Clause 3.051. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment or any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for any stated period not exceeding fifty (50) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty (50) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date of which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof except of the stock transfer books and the stated period of closing.

Clause 3.052. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Clause 3.053 Voting Rights. Except as otherwise provided by law or by the provision of the Articles of Incorporation, every holder of the capital stock of the Corporation shall have the right at all meetings of the shareholders of the Corporation to one vote for each share of stock standing in his name on the books of the Corporation, and each fractional share shall be entitled to a corresponding fractional vote on each matter submitted to a vote at a meeting of shareholders. In the election of Directors, each record holder of stock entitled to vote at such election of Directors, shall have the right to vote the number of shares owned by him for as many persons as there are directors to be elected, and for which election he has the right to vote. Cumulative voting shall be allowed.

By-Laws Of Boba Republic, Inc.

Page 4

Clause 3.054. Quorum. Unless otherwise provided in the Articles of Incorporation, at any meeting of the shareholders of the shares of the capital stock outstanding entitled to vote, the presence of the shareholders of a majority of the outstanding shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If less than a majority of the outstanding shares entitled to vote are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice.

Clause 3.055. Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the shareholders, and may be stated as such in any articles or documents filed with the Secretary of State of the State of Colorado under the Colorado Corporation Act.

ARTICLE IV

THE BOARD OF DIRECTORS

Section 4.01. Annual Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the shareholders has been held, for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting of the Board of Directors. If such meeting is not held as above provided, the election of officers may be had at any subsequent meeting of the Board specifically called in the manner provided in Section 4.02 of this Article.

Section 4.02. Other Meetings. Other meetings of the board of Directors may be held upon the call of the President, or of two or more members of the Board of Directors, at any place within or without the State of Colorado, upon reasonable notice, specifying the time, place and purposes thereof. Notice shall be deemed waived by attendance at any meeting in person or by proxy and similar notice may likewise be waived by absent directors, either in written instructions, email, or by telegram.

Section 4.03. Directors. The property and business of this Corporation shall be managed by its Board of Directors. Directors need not be stockholders. They shall be elected at the annual meeting to serve and each Director shall serve until his successor shall be elected and shall qualify. The number of Directors to serve in each term may be changed by the Board of Directors by resolution authorizing a greater or lesser number, but in no event shall the number be greater or lesser than permitted by the Articles of Incorporation, as subsequently amended, or by applicable statute.

By-Laws Of Boba Republic, Inc.

Page 5

Section 4.04. Powers of the Board. The Board of Directors shall have the power to elect the various officers whose duties are hereinafter set forth. In addition, they shall also have the power to appoint an auditor, attorney, and such other officers or assistant officers as they may need, including but not limited to an Assistant Secretary and an Assistant Treasurer, who may or may not be members of the Board of Directors, to serve at the sole discretion of the Board. The business and affairs of the Corporation shall be managed by its Board of Directors, and all notes, deeds and leases shall be signed by the president and attested by the Secretary or such Assistant Secretary as may be appointed by the Board, at the Board's discretion. The powers enumerated herein shall not be construed to limit other powers given the Board of Directors by any section of these By-laws, the Articles of Incorporation or the laws of the State of Colorado.

Section 4.05. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increasing the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office or by an election at an annual meeting or at a special meeting of shareholders called for that purpose. A Director chosen to fill a position resulting from an increase in the number of Directors shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 4.06. Quorum. At any meeting of the Board of Directors, the presence of a majority of the members of the Board then qualified and acting shall constitute a quorum for the transaction of any business, except that filling of vacancies in the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.07. Executive Committee. The Board of Directors may by resolution designate two or more Directors to constitute an Executive Committee, which shall have and may exercise all of the authority of the Board of Directors or such lesser authority as may be set forth in said resolution.

Section 4.08. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors, and may be stated as such in the articles or documents filed with the Secretary of State of the State of Colorado.

By-Laws
Of
Boba Republic, Inc.

Page 6

ARTICLE V

THE OFFICERS OF THE CORPOARTION

Section 5.01. Officers. The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer. The salaries of all the Officers of the Corporation, if any, shall be fixed by the Board of Directors. One person may hold any two or more offices, except that no person may simultaneously hold the offices of President and Secretary. The Board of Directors by resolution may create and define the duties of other Officers in the Corporation, and may elect or appoint persons to full these offices. In all cases where the duties of any Officer, agent or employee are not prescribed by the By-Laws, Articles of Incorporation, or by the Board of Directors, such Office, agent or employee shall follow the orders and instruction of the President.

Section 5.02. Election and Term of Office. The Officers of the Corporation shall be elected by the Board of Directors annually at the first meeting of the Board held after each annual meeting of the stockholders. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following occurs: until his successor shall have been duly elected and shall have qualified; or until his death; or until he shall resign; or until he shall have been removed in the manner hereinafter provided. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.03 Removal. Any Officer or agent may be removed by the Board of Directors or by the Executive Committee whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not in itself create contract rights.

Section 5.04. The President.

Clause 5.041. The President shall be the chief executive officer of the Corporation, and shall have general and active control of its affairs and business and supervision of its Officers, agents and employees, and perform such other duties as the Board of Directors may prescribe.

Clause 5.042. The President shall have full authority to execute proxies in behalf of the Corporation, to vote stock owned by it in any other corporation, and to execute, with the Secretary or Assistant Secretary, if any, powers of attorney appointing other corporations, partnerships, or individuals the agent of the Corporation, all subject to the provisions of the Colorado Corporation Act, as amended, the Articles of Incorporation, and these By-Laws.

Clause 5.043. He shall execute contracts, stock certificates and other agreements and reports when duly attested by the Secretary or the Assistant Secretary, if any.

By-Laws Of Boba Republic, Inc.

Page 7

Clause 5.044. The President shall preside at all meetings of shareholders and Directors, discharge all the duties which devolve upon a President Officer, and perform such other duties as these By-Laws provided or the Board of Directors may prescribe.

Section 5.05. The Vice President. The Vice president shall perform all duties incumbent upon the President during the absence or disability of the President, and perform such other duties as these By-laws may require or the Board of Directors may prescribe.

Section 5.06. The Secretary. The Secretary shall attend all sessions of the Board, and all meetings of the stockholders, and record all sessions of the Board, and all meetings of the stockholders, and record all votes and the minutes of the proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees, if any when required. The Secretary shall give or cause to be given notice of all meetings of the stockholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the corporate records and the seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature. The Secretary shall sign with the President or Vice President, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors. The Secretary shall have general charge of the stock transfer books of the Corporation, unless the Corporation has a transfer agent, and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. An Assistant Secretary or Secretaries, if any shall have the same duties and powers, subject to supervision by the Secretary.

Section 5.07. The Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. He shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He shall receive and give receipts and acquaintances for monies paid in on account of the Corporation, and shall pay out of the funds on hand all bills, payrolls, and other just debts of the Corporation upon maturity. He shall perform all of the duties incident to the office of the Treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time. He shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the President. An Assistant Treasurer or Treasurers, if any, shall have the same powers and duties, subject to the supervision of the Treasurer.

Section 5.08. Delegation of Authority. In case of the absence of any Officer of the Corporation , or for any other reason that the board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such Officer to any other Officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs.

By-Laws
Of
Boba Republic, Inc.

Page 8

ARTICLE VI

CORPORATE BOOKS

Section 6.01. Place of Keeping in General. Except as otherwise provided by the laws of the State of Colorado, by the Articles of Incorporation of the Corporation or by these By-Laws, the books and records of the Corporation may be kept at such place or places, within or without the State of Colorado, as the Board of Directors may from time to time by resolution determine.

Section 6.02. Stock Register or Transfer Book. The original or duplicate stock register or transfer book or in case a stock registrar or transfer agent shall be employed by the Corporation either within or without the State of Colorado, a complete and accurate shareholders' list, alphabetically arranged, giving the names and addressees of all shareholders, the number and classes of shares held by each, shall be kept by the Secretary, or in the alternative by the Assistant Secretary at the principal office of the Corporation in the State of Colorado.

ARTICLE VIII

CONTRACTS, CHECK, NOTES, ETC.

Section 7.01. In General. All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by either the President or the Vice President. The Board of Directors may authorize any one or more of its officers to sign checks, drafts or orders for the payment of money either singly or under the necessity or counter-signature, as the Board shall from time to time determine, and may designate employees of the corporation, other than those named above, who may, in the name of the corporation, execute drafts, checks, and orders of the payment of money in its behalf.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 8.01. Each Director and Officer of this Corporation and each person who shall serve at its request as a Directors or Officer of another corporation in which this corporation owns shares of capital stock or of which it is a creditor, whether or not then in office, and his personal representatives, shall be indemnified by the Corporation against all costs and expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he may be involved or to which he may be made a party his being or having been such Director or Officer, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the Corporation is advised in

By-Laws
Of
Boba Republic, Inc.

Page 9

writing by its counsel that in his opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law or by agreement.

ARTICLE IX

MISCELLANEOUS

Section 9.01. Fiscal Year. The fiscal year shall be as determined by the Board of Directors by appropriate resolution.

Section 9.02. Amendments. The Board of Directors shall have the power to make, alter, amend or repeal these By-Laws at any regular meeting of the Board of Directors, or at any special meeting called for the purpose.

Section 9.03. Articles of Incorporation. The Articles of Incorporation, as they now exist, are hereby made a part of these By-Laws and all By-Law provisions shall be construed in connection with said Articles of Incorporation, and no By-Laws provisions shall be adopted to conflict with or in contravention of said Articles of Incorporation.

CONCERNING CORPORATE POWERS AND INITIAL DIRECTORS

The corporate powers shall be exercised by a board of not less than two, nor more than seven directors, who may or may not be shareholders of this corporation, and the following persons are hereby named to serve as directors for the first year of its existence or until their successors shall be elected and qualify:

Kyle Kochis	Director
Mary Jean Kochis	Director

The number of directors shall be fixed in accordance with the By-laws. Cumulative voting in the election of Directors shall be permitted.