

6/11/2018

Division of Corporations



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From: Account Name : LAW OFFICES OF ANNA KRIMSHEIN, PLC
Account Number : I20130000047
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
KARAT COIN, CORP.**

Certificate of Status	0
Certified Copy	1
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KARAT COIN, CORP.**

**(Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on June 4, 2018)**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of the corporation (the "Corporation") is: **KARAT COIN, CORP.**

ARTICLE II - ADDRESS

The address of the principal office of this Corporation is 18851 NE 29th Avenue, Suite 700, Aventura, FL 33180, and the mailing address of this Corporation is 18851 NE 29th Avenue, Suite 700, Aventura, FL 33180.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

ARTICLE IV - REGISTERED OFFICE

The address of the registered office is Law Offices of Anna Krimshstein, PLC, 2203 NE 203rd Terrace, Miami, Florida 33180.

ARTICLE V - CAPITAL STOCK

The total number of shares of stock the Corporation shall have authority to issue is 1,000 shares of common stock, \$0.01 par value per share.

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ARTICLE VI – CAPITALIZATION OF THE CORPORATION

Shareholder of the Corporation shall be obligated to contribute one hundred million dollars to the Corporation, as an initial capital contribution.

ARTICLE VII - BOARD OF DIRECTORS

The number of Directors constituting the Board of Directors of this Corporation shall be one (1) and the name and address of each person who is presently serving as a member thereof is:

Harald Konstantin Seiz
18851 NE 29th Avenue, Suite 700
Aventura, FL 33180

ARTICLE IX- LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of 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 FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE X - OFFICERS

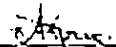
The following shall be the initial officers of the Corporation, to serve until their earlier resignation or removal from office:

Harald Konstantin Seiz **President & Treasurer**
Anna Krimshstein **Secretary**

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on June 11, 2018.

KARAT COIN, CORP.

By: 
Name: Anna Krimstein
Title: Secretary

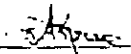
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ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 11 day of June, 2018

Law Offices of Anna Krimshstein, PLC



By: Anna Krimshstein
Title: Manager

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**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KARAT COIN, CORP.**

KARAT COIN, CORP., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") 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 **KARAT COIN, CORP.**
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions for the capitalization of the Corporation by its Shareholder in the amount of one hundred million dollars.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors, and approved by the sole shareholder of the Corporation, by the unanimous written consent of the sole shareholder of the Corporation dated June 11, 2018, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of June 11, 2018.

KARAT COIN, CORP.

By: 
Name: Anna Krimshstein
Title: Secretary