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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BARNEY'S PUMPS, INC.**

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**ARTICLES OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARNEY'S PUMPS, INC.**

The undersigned, as Chief Executive Officer of Barney's Pumps, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Second Amended and Restated Articles of Incorporation pursuant to Section 607.1006, Florida Statutes, which provide as follows:

The Second Amended and Restated Articles of Incorporation of Barney's Pumps, Inc. are amended as follows:

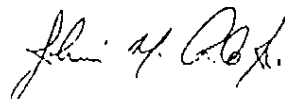
1. Article V of the Second Amended and Restated Articles of Incorporation hereby deleted in its entirety and the following is added in its place:

"ARTICLE V – CAPITAL STOCK

The Corporation will have only one (1) class of stock consisting of two (2) types of common stock, which are Type A and Type B. The maximum number of shares that the Corporation is authorized to have outstanding at any time is 150,000 shares of Type A common stock, having a par value of \$0.20 per share, and 600,000 shares of Type B common stock, having a par value of \$0.20 per share. The preferences, limitations, and relative rights in respect of the shares of Type A and Type B common stock will be the same, except that Type A common stock is the only stock having voting rights and the shares of Type B common stock are not to be voted on any matters, except when otherwise required by law."

The foregoing amendment was adopted and proposed by the directors of the Corporation and then approved by the shareholders of the Corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned hereby executes this Articles of Amendment to the Second Amended and Restated Articles of Incorporation as of November 3, 2023. The undersigned submits this document and affirms that the facts stated herein are true. The undersigned is aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.



Johnnie Mack Curls, Jr.,
Chief Executive Officer of
Barney's Pumps, Inc.

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