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From: Katelyn

Division of Corporations

200474

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Florida Department of State
Division of Corporations
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FOOLS R US, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF FOOLS R US, INC.**

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FLORIDA DEPARTMENT OF
STATE

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned, as the sole Director and President of the Corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify the following:

FIRST: Articles of Incorporation were filed with the Florida Department of State on March 5, 1957. Document No. 200474, under the entity name Curlin, Inc.

SECOND: Pursuant to the Asset Purchase Agreement entered into by and between TFS Ltd., Curlin, Inc., and Robert Gesemer dated October 21, 2021, the name of the Corporation was amended pursuant to the Articles of Amendment to the Articles of Incorporation filed with the Florida Department of State on November 3, 2021.

THIRD: Pursuant to the letter received by the Internal Revenue Service on April 20, 2022, the Corporation has an Employer Identification Number of **88-1883269**. The same of which shall be amended with the Florida Department of State upon the filing of these Amended and Restated Articles of Incorporation.

FOURTH: These Amended and Restated Articles of Incorporation were adopted by the sole director and sole shareholder of the Corporation pursuant to the Unanimous Written Consent dated May 23, 2022, and pursuant to the FBCA.

FIFTH: The text of the Articles of Incorporation are hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation and all subsequent amendments.

ARTICLE I: NAME

The name of the corporation is **FOOLS R US, INC.** (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is **6001 East Columbus Drive, Tampa, FL 33619**.

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, and to engage in any and all activities necessary or incidental thereto, including (a) to function as a holding company; and (b) the business of, directly or indirectly, through one or more entities, purchasing, owning, financing, refinancing, rehabilitating, operating, leasing, managing, holding for investment real property, and such other activities as are related to or incidental to the foregoing.

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ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue is 1,000, all of which shall be common stock with a par value of \$0.01 per share. The Corporation has elected to issue 100 shares of common stock.

ARTICLE V: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for shareholders pursuant to the provisions of Section 607.0630(2) of the FBCA.

ARTICLE VI: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the individual who will serve on the initial board of directors are as follows:

Robert J. Gesemyer

**16700 N. Gulf Blvd., #323
St Petersburg, FL 33708**

The name, titles, and address of the individual who will serve as the initial officer(s) are as follows:

Robert J. Gesemyer

President and Secretary

**16700 N. Gulf Blvd., #323
St Petersburg, FL 33708**

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is **6001 East Columbus Drive, Tampa, FL 33619**. The name of the initial registered agent of the Corporation at that office is **Robert J. Gesemyer**.

ARTICLE VIII: INCORPORATOR

The name and street address of the Corporation's incorporator are as follows:

Robert J. Gesemyer

**6001 East Columbus Drive
Tampa, FL 33619**

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ARTICLE IX: 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 they, or a person for whom they are 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 IX 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 X: EMPLOYER IDENTIFICATION NUMBER

The Employer Identification Number for the Corporation is **88-1883269**.

ARTICLE XI: EFFECTIVE DATE AND TIME

The effective date and time of these Amended and Restated Articles of Incorporation shall be **12:01 a.m. on the 26th day of May 2022**.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Robert Gesemyer

Robert Gesemyer (May 26, 2022 19:45 EDT)

Required Signature/Registered Agent

May 26, 2022

Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

Robert Gesemyer

Robert Gesemyer (May 26, 2022 19:45 EDT)

Required Signature/Incorporator

May 26, 2022

Date