

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F21000002236

(Document number of corporation (if known))

1. Caine & Weiner Company, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. CA

(Incorporated under laws of)

3. 4/22/2021

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____

Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

2025 FEB -7 PM 5:13
FILED

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	Add
_____	_____	_____	L Remove
_____	_____	_____	Add
_____	_____	_____	L Remove
_____	_____	_____	Add
_____	_____	_____	L Remove
_____	_____	_____	Add
_____	_____	_____	L Remove
_____	_____	_____	Add
_____	_____	_____	L Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Chris J Mathews, Chief Financial Officer

(Typed or printed name of person signing)

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, CHARUNI P. SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF 'CAINE & WEINER COMPANY, INC.' AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE EIGHTEENTH DAY OF JULY, A.D. 2024, AT 11:13 O'CLOCK A.M.

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF JULY, A.D. 2024, AT 11:13 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, 'CAINE & WEINER COMPANY, INC.'.



A handwritten signature in black ink, reading 'C. P. Sanchez', is written over a horizontal line.

Charuni P. Sanchez, Secretary of State

4306343 8100H
SR# 20250393789

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202861916
Date: 02-05-25

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:13 AM 07/18/2024
FILED 11:13 AM 07/18/2024

SR 20243173699 - File Number 4306343

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Non-Delaware Corporation first formed is California.
2. The jurisdiction immediately prior to filing this Certificate is California.
3. The date the Non-Delaware Corporation first formed is October 5, 1959.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is CAINE & WEINER COMPANY, INC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is CAINE & WEINER COMPANY, INC.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate of Conversion on the 18th day of July, A.D. 2023.

By: /s/ Greg A. Cohen

Name: Greg A. Cohen

Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:13 AM 07/18/2024
FILED 11:12 AM 07/18/2024

SR 20243173699 - File Number 4306343

CERTIFICATE OF INCORPORATION

OF

CAINE & WEINER COMPANY, INC.

ARTICLE I

The name of the corporation is Caine & Weiner Company, Inc. (the "**Corporation**").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

The Corporation is authorized to issue 100,000 shares of capital stock, consisting of 1,000 shares of Class A Common Stock, having a par value of \$.0001 per share, and 99,000 shares of Class B Common Stock, having a par value of \$.0001 per share.

The rights, preferences, privileges and restrictions of Class A Common Stock and Class B Common Stock shall be equal and identical in all respects except that, unless otherwise provided by a non-waivable provision of law, the holders of shares of Class A Common Stock shall have the exclusive right and power to vote upon the election of directors and upon all other matters presented to shareholders, and the holders of shares of Class B Common Stock shall not be entitled to notice of any shareholders' meeting or to vote upon the election of directors or upon any other matters of the corporation, and shall not be included in determining the number of shares voting or entitled to vote on such matters. The holders of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock upon all matters presented to shareholders.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VI

In furtherance of and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same may be amended from time to time (the “DGCL”), or by any other applicable state law, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the DGCL or other applicable state law is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL or such other applicable state law, as so amended.

(B) To the fullest extent permitted by applicable law, the Corporation is also authorized to provide indemnification of (and advancement of expenses to) such directors and officers (and any other persons to which Delaware or other applicable state law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL or other applicable state law, subject only to limits created by applicable Delaware or other state law (statutory or non-statutory), with respect to actions for breach of duty to a corporation, its stockholders and others.

(C) Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such repeal or modification.

ARTICLE VIII

The name and mailing address of the incorporator are as follows:

Greg A. Cohen
5805 Sepulveda Blvd., Floor 4
Sherman Oaks, California 91411-2532

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 18th day of July, A.D. 2024.

/s/ Greg A. Cohen
Greg A. Cohen, Incorporator