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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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RESUBMISSION x2

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TRUMP MEDIA & TECHNOLOGY GROUP CORP.**

Certificate of Status	0
Certified Copy	0
Page Count	03
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Electronic Filing Menu

Corporate Filing Menu

Help

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)

F22000002390

(Document number of corporation (if known))

1. TRUMP MEDIA & TECHNOLOGY GROUP CORP.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 04/18/2022
(Incorporated under laws of) (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? 03/25/2024

5. TMTG Sub Inc.
(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.

(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

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2024 MAR 26 AM 11:32
STATE OF FLORIDA

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>
Director	Trump, Donald J.	401 N. Cattleman Rd. Ste. 200	<input type="checkbox"/> Add
		Sarasota, FL 34232	<input checked="" type="checkbox"/> Remove
Director	Scavino, Daniel	401 N. Cattleman Rd. Ste. 200	<input type="checkbox"/> Add
		Sarasota, FL 34232	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

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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.

/s/ Tymberlyn Teeffy

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

Tymberlyn Teeffy

(Typed or printed name of person signing)

Attorney-in-Fact

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DWAC MERGER SUB INC.", A DELAWARE CORPORATION, WITH AND INTO "TRUMP MEDIA & TECHNOLOGY GROUP CORP." UNDER THE NAME OF "TMTG SUB INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2024, AT 8:19 O'CLOCK A.M.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

5022360 8100M
SR# 20241143438

Authentication: 203098385
Date: 03-25-24

State of Delaware - Division of Corporations DOCUMENT FILING SHEET

Priority 1
(One Hr)

Priority 2
(Two Hr)

Priority 3
(Same Day)

Priority 4
(24 Hour)

Priority 7
(Reg. Work)

<p><u>SUBMITTER'S INFORMATION</u></p> <p>Customer Organization Name: <u>COGENCY GLOBAL INC</u> Attention: <u>SHAWN ELLIS</u> Return Address <u>850 NEW BURTON ROAD, SUITE 201</u> City-State-Zip <u>DOVER, DE 19904</u> Country: _____ Phone: <u>212-379-1964</u> Fax# _____ Email Address: <u>SELLIS@COGENCYGLOBAL.COM</u> Account Number: <u>9070044</u></p>	<p>DO NOT WRITE IN THIS SPACE</p>
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DOCUMENT FILING REQUEST INFORMATION

Name of Company/Entity TRUMP MEDIA & TECHNOLOGY GROUP CORP.
 File Number _____ Reservation Number _____
 Type of Document MERGER

OTHER DOCUMENT FILING INFORMATION

OF Certified Copies returned 1
 Other
 Good Standing
 Long Form Good Standing
 Apostille/Gold Seal
 Country _____
 Re: _____
 Check# _____ Total \$ enclosed _____

METHOD OF RETURN
 (Fax or E-Mail is not available)

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COMMENTS/FILING INSTRUCTIONS

- INSTRUCTIONS**
1. Visit <http://corp.delaware.gov/cvrmemo.shtml> for complete instructions on how to properly complete this memo
 2. Fully shade in the required Priority Square using a dark pencil or marker, staying within the square.

EACH REQUEST MUST BE SUBMITTED AS A SEPARATE ITEM WITH THIS FILING SHEET AS THE FIRST PAGE OF EACH SUBMISSION

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:19 AM 03/25/2024
FILED 08:19 AM 03/25/2024
SR 20241143438 - File Number 5022360

CERTIFICATE OF MERGER

MERGING

DWAC MERGER SUB INC.

WITH AND INTO

TRUMP MEDIA & TECHNOLOGY GROUP CORP.

Pursuant to Title 8, Section 251(c) of the Delaware General Corporate Law (the "DGCL"), the undersigned officer on behalf of Trump Media & Technology Group Corp., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger of DWAC Merger Sub Inc., a Delaware corporation ("Merger Sub"), with and into the Company (the "Merger"):

FIRST: The names and states of incorporation of each of the constituent corporations to the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Trump Media & Technology Group Corp.	Delaware
DWAC Merger Sub Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of October 20, 2021 (as amended by the First Amendment to Agreement and Plan of Merger, dated May 11, 2022, the Second Amendment to Agreement and Plan of Merger, dated August 9, 2023, and the Third Amendment to Agreement and Plan of Merger, dated September 29, 2023, the "Merger Agreement"), by and among the Constituent Corporations and certain other parties thereto, setting forth the terms and conditions of the Merger, was approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL, and the stockholders of each of the Constituent Corporations have given their consent thereto in accordance with Section 228 of the DGCL.

THIRD: The Merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time"). The Company will continue as the corporation surviving the Merger (the "Surviving Corporation") and the name of the Surviving Corporation at and after the Effective Time shall be "TMTG Sub Inc."

FOURTH: As of the Effective Time and by reason of the Merger, the certificate of incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto and, as so amended and restated, shall be the certificate of incorporation of the Surviving Corporation at (and with effect from and after) the Effective Time until further amended pursuant to the DGCL.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation, the address of which is as follows:

401 N. Cattlemen Road, Suite 200
Sarasota, Florida 34232

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either of the Constituent Corporations.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer on the date set forth below.

TRUMP MEDIA & TECHNOLOGY GROUP CORP.

By: /s/ Scott Glabe

Name: Scott Glabe

Title: General Counsel

Dated: March 25, 2024

EXHIBIT A

CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

**FOURTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TMTG SUB INC.**

FIRST: The name of the corporation is TMTG Sub Inc.

SECOND: The address of the registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of the registered agent for service of process at such address is The Corporation Trust Company.

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

FOURTH: The total number of shares of capital stock which the corporation shall have the authority to issue is 1,000, all of which shall be Common Stock, of the par value of \$0.0001 per share.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors. In furtherance and not in limitation of the powers conferred by statute and the by-laws of the corporation, the Board of Directors is expressly authorized to make, amend, alter, change, add to or repeal the by-laws of the corporation, without any action on the part of the stockholders.

SIXTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

SEVENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon officers, directors and stockholders herein are granted subject to this reservation.