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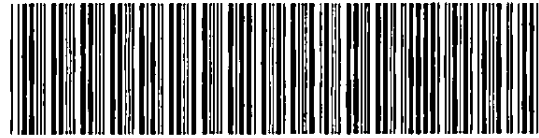
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*Amend*

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TALLAHASSEE, FLORIDA

2023 APR 21 PM 2:57

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**DATE: 4/21/2023**

**NAME: OPUS MAGNUM AMERIS, INC**

**TYPE OF FILING: WRITTEN CONSENT**


**COST: 35.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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2023 APR 21 PM 2:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Exhibit A

CERTIFICATE OF DESIGNATION

of

SPECIAL 2022 SERIES A PREFERRED STOCK

of

OPUS MAGNUM AMERIS, INC.

OPUS MAGNUM AMERIS, INC., a Florida corporation (hereinafter called the "Corporation"), hereby certifies that the following resolution was adopted by Benjamin Berry (the sole director) pursuant to Florida § 7-108-202.

**Special 2022 Series A Preferred Stock**

Section 1. *Designation and Amount.* The designation of this class of capital stock shall be "Special 2022 Series A Preferred", par value \$0.0001 per share (the "2022 Series A Preferred Stock"). The number of authorized shares of 2022 Series A Preferred Stock is ten (10) shares.

Section 2. *Voting Rights.* Except as otherwise required by law, the holder of the share of 2022 Series A Preferred Stock shall have the following rights:

(a) Number of Votes; Voting with Common Stock. Except as provided by Florida statutes or Section 2(b) below), the holder of the 2022 Series A Preferred Stock shall vote together with the holders of preferred stock (including on an as converted basis), par value \$0.0001, and common stock, par value \$0.0001 per share, of the Corporation (the "Common Stock") as a single class. The 2022 Series A Preferred Stock stockholder is entitled to 60% of all votes (including, but not limited to, common stock, and preferred stock (including on an as converted basis) entitled to vote at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. The 2022 Series A Preferred Stock shall not be divided into fractional shares.

(b) Adverse Effects. The Corporation shall not amend, alter or repeal the preferences, rights, powers or other terms of the 2022 Series A Preferred Stock so as to affect adversely the 2022 Series A Preferred Stock or the holder thereof without the written consent or affirmative vote of the holder of the 2022 Series A Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class. Shares of Special 2022 Series A Preferred Share are anti-dilutive to reverse splits of common stock, and therefore in the case of a reverse split, are convertible into the number of shares of common stock after the reverse split as would have been equal to the conversion rate prior to the reverse split.

Section 3. *Conversion into common shares.* The share of 2022 Series A Preferred Stock shall convert into common shares at a conversion rate of 1 preferred to 10,000,000 common shares. The holder of the 2022 Series A Preferred Stock can affect the conversion at any time. The conversion into common is a right and conversion is not required.

Section 4. *Dividends, Liquidation.* The share of 2022 Series A Preferred Stock shall not be entitled to any dividends in respect thereof and shall not participate in any proceeds available to the Corporation's shareholders upon the liquidation, dissolution or winding up of the Corporation.

Section 5. *No Impairment.* The Corporation shall not intentionally take any action which would impair the rights and privileges of the 2022 Series A Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment of its certificate of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other


performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2022 Series A Preferred Stock against impairment.

Section 6. *Replacement Certificate.* In the event that the holder of the 2022 Series A Preferred Stock notifies the Corporation that the stock certificate evidencing the share of 2022 Series A Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the 2022 Series A Preferred Stock identical in tenor and date to the original stock certificate evidencing the 2022 Series A Preferred Stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such 2022 Series A Preferred Stock certificate.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed by an officer thereunto duly authorized this 26th day of September, 2022.

OPUS MAGNUM AMERIS, INC.

By: Benjamin Berry its Sole Director

By:   
Name: Benjamin Berry  
Its: Director

**Exhibit B**  
**OPUS MAGNUM AMERIS, INC., a Florida corporation**

**Certificate of Amendment**

**Dated: September 26, 2022**

Pursuant to the Florida Statutes (the "Statutes"), the Articles of Incorporation of OPUS MAGNUM AMERIS, INC. (the "Corporation"), are amended as follows:

The undersigned President and Secretary of the Corporation, does hereby certify:

*WHEREAS*, On September 26th at 12pm, at a special meeting of the Board of Directors, the Board of Directors of the Company, unanimously consented to the following resolutions:

*WHEREAS*, that the following amendments to the Articles of Incorporation were duly adopted.

*NOW, THEREFORE*:

*RESOLVED*, that the Article II shall be amended to allow the creation and designation of a new class of preferred shares. The new class shall be called the Special 2022 Series A Preferred Shares.

*RESOLVED*, that the Special 2022 Series A Preferred Shares shall have the following designation:

Designation and Amount. The designation of this class of capital stock shall be "Special 2022 Series A Preferred", par value \$0.0001 per share (the "2022 Series A Preferred Stock"). The number of authorized shares of 2022 Series A Preferred Stock is ten (10) shares.

Section 2. Voting Rights. Except as otherwise required by law, the holder of the share of 2022 Series A Preferred Stock shall have the following rights:

(a) Number of Votes: Voting with Common Stock. Except as provided by Florida statutes or Section 2(b) below), the holder of the 2022 Series A Preferred Stock shall vote together with the holders of preferred stock (including on an as converted basis), par value \$0.0001, and common stock, par value \$0.0001 per share, of the Corporation (the "Common Stock") as a single class. The 2022 Series A Preferred Stock stockholder is entitled to 60% of all votes (including, but not limited to, common stock, and preferred stock (including on an as converted basis) entitled to vote at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. The 2022 Series A Preferred Stock shall not be divided into fractional shares.

(b) Adverse Effects. The Corporation shall not amend, alter or repeal the preferences, rights, powers or other terms of the 2022 Series A Preferred Stock so as to affect adversely the 2022 Series A Preferred Stock or the holder thereof without the written consent or affirmative vote of the holder of the 2022 Series A Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

Section 3. Conversion into common shares. The share of 2022 Series A Preferred Stock shall convert into common shares at a conversion rate of 1 preferred to 10,000,000 common shares. The holder of the 2022 Series A Preferred Stock can affect the conversion at any time. The conversion in to common is a right and conversion is not required.

Section 4. Dividends, Liquidation. The share of 2022 Series A Preferred Stock shall not be entitled to any dividends in respect thereof and shall not participate in any proceeds available to the Corporation's shareholders upon the liquidation, dissolution or winding up of the Corporation.


Section 5. No Impairment. The Corporation shall not intentionally take any action which would impair the rights and privileges of the 2022 Series A Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment of its certificate of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions herein and


in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2022 Series A Preferred Stock against impairment.

Section 6. Replacement Certificate. In the event that the holder of the 2022 Series A Preferred Stock notifies the Corporation that the stock certificate evidencing the share of 2022 Series A Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the 2022 Series A Preferred Stock identical in tenor and date to the original stock certificate evidencing the 2022 Series A Preferred Stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such 2022 Series A Preferred Stock certificate.

Date: September 26, 2022

OPUS MAGNUM AMERIS, INC.

  
\_\_\_\_\_  
By: Benjamin Berry  
Its: President

  
\_\_\_\_\_  
By: Benjamin Berry  
Its: Secretary

**OPUS MAGNUM AMERIS, INC.**

**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS  
IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the Directors (the "Directors") of OPUS MAGNUM AMERIS, INC., a Florida corporation (the "Corporation"), by unanimous written consent pursuant to the authority contained in the Florida Statutes, in lieu of a special meeting of its Directors, hereby consent to the following resolutions and the actions described therein:

The undersigned, being all of the Directors (the "Directors") of OPUS MAGNUM AMERIS, INC., a Florida corporation (the "Corporation"), by unanimous written consent pursuant to the authority contained in the 2022 Florida Statutes, in lieu of a special meeting of its Directors, hereby consent to the following resolutions and the actions described therein:

**Creation of Special  
2022 Series A Preferred  
Shares**

WHEREAS, the Directors have determined it is in the best interest of the Corporation to approve the designation and creation of a 2022 Series A Preferred Share class attached as Exhibit A hereto; and Certificate of Amendment attached as Exhibit B hereto;

WHEREAS, in accordance with the 2022 Florida Statutes and the Corporation's Bylaws, the Corporation may take the following action by written consent of the majority of the Directors of the Corporation;

WHEREAS, the Directors deem it to be in the best interest of the Corporation and its stockholders to adopt the following resolutions;

NOW, THEREFORE, BE IT

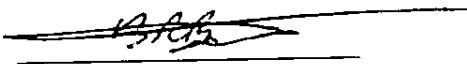
RESOLVED, that the Corporation shall create a class of shares called Special 2022 Series A Preferred Shares. The rights and designation of such class is detailed in the Certificate of Designation that is attached to this resolution (the "Designation") (See Exhibit A) and Certificate of Amendment (See Exhibit B);

**Consent**

WHEREFORE, this Consent shall have the same force and effect as a majority vote cast at a meeting of the shareholders duly called, noticed, convened and held in accordance with the law, the Articles of Incorporation, and the Bylaws of the Corporation.

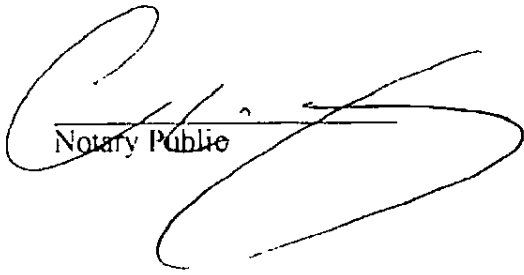
Effective date: September 26th, 2022

Benjamin Berry  
As Sole Director of OPUS MAGNUM AMERIS, INC.

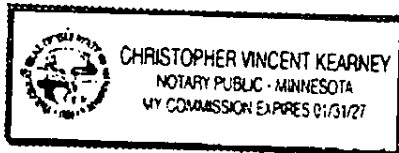


By: Benjamin Berry  
Its: Director

Signed before me this 26<sup>th</sup> day of Sept. 2022



Notary Public





**OPUS MAGNUM AMERIS, INC.**

**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS  
IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the Directors (the "Directors") of OPUS MAGNUM AMERIS, INC., a Florida corporation (the "Corporation"), by unanimous written consent pursuant to the authority contained in the Florida Statutes, in lieu of a special meeting of its Directors, hereby consent to the following resolutions and the actions described therein:

**Issuance of Preferred  
Shares**

WHEREAS, the Directors have determined it is in the best interest of the Corporation to approve the Securities Purchase Agreement attached as Exhibit A hereto; and

WHEREAS, in accordance with the 2022 Florida Statutes and the Corporation's Bylaws, the Corporation may take the following action by written consent of the majority of the Directors of the Corporation;

WHEREAS, the Directors deem it to be in the best interest of the Corporation and its stockholders to adopt the following resolutions:

NOW, THEREFORE, BE IT RESOLVED, that ten (10) shares of Special 2022 Series A Preferred shares with super voting rights be issued to:

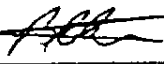
**Synergy Management Group, LLC**

**Consent**

WHEREFORE, this Consent shall have the same force and effect as a majority vote cast at a meeting of the shareholders duly called, noticed, convened and held in accordance with the law, the Articles of Incorporation, and the Bylaws of the Corporation.

Effective date: September 26th, 2022

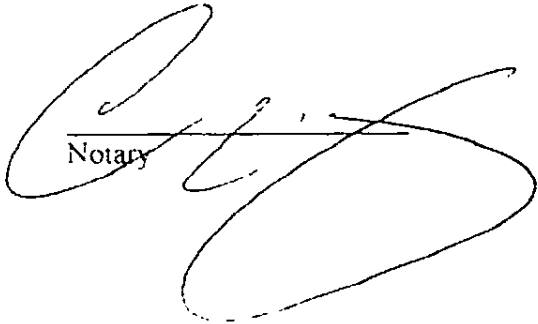
Benjamin Berry  
As Sole Director for OPUS MAGNUM AMERIS, INC. a Florida corporation



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By: Benjamin Berry  
Its: Sole Director

Signed before me this 20<sup>th</sup> day of Sept. 2022



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Notary

