

M53240

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
RBG BRICKELL CORP.**

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
RBG BRICKELL CORP.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), RBG BRICKELL CORP., a Florida corporation (the "Corporation"), hereby adopts the following amendment to its Articles of Incorporation (the "Articles of Amendment"):

1. Name. The name of the Corporation is RBG Brickell Corp. The Articles of Incorporation were filed with the Secretary of State of the State of Florida on June 4, 1987 and assigned the document number M53240.

2. Amendment to Article III. Article III of the Corporation's Articles of Incorporation is hereby amended and restated to read as follows (the "Amendment"):

The total number of shares of all classes of capital stock which the corporation is authorized to issue is 1,000 shares, consisting of 100 shares of Class A Common Stock, each with \$0.10 par value per share, and 900 shares of Class B Common Stock, each with \$0.10 par value per share. Only holders of shares of Class A Common Stock shall be entitled to vote on any matter requiring the consent or approval of the Shareholder of the corporation. Each outstanding share of Class A Common Stock shall be entitled to one vote on each matter requiring the consent or approval of the shareholders of the corporation. Except for the right to vote, each share of Class A Common Stock and each share of Class B Common Stock shall have identical rights, including the rights to share in and receive distributions and liquidation proceeds.

3. Approval by Shareholders. Pursuant to Section 607.1003(5) of the Act, the Shareholders of the Corporation approved the Amendment in a written consent in accordance with Section 607.0704 of the Act. The number of votes cast in favor of the adoption of the Amendment by the Shareholders was sufficient for approval, and such Amendment shall be adopted by the Corporation upon the filing of these Articles of Amendment.

4. Implementation of Recapitalization. Since the Amendment provides for an exchange, reclassification, or cancellation of issued shares, the Corporation, pursuant to Section 607.1006(3) of the Act, will implement the Amendment as follows:

(a) On the effective date of filing these Articles of Amendment (the "Effective Date"), the common stock of the Corporation shall be re-divided into 100 shares of Class A Common Stock and 900 shares of Class B Common Stock. Upon the receipt of all of the certificates evidencing shares in the Corporation as described in Section 4(b), the Corporation shall cancel all issued and outstanding shares of common stock of the Corporation. On the Effective Date, the Corporation shall issue to each Shareholder the number of shares of Class A Common Stock and the number of shares of Class B Common Stock in exchange for each share of common stock currently owned by such Shareholder in accordance with the Plan of Recapitalization approved by the Shareholder of the Corporation.

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(b) On or after the Effective Date, each holder of a certificate evidencing issued and outstanding shares prior to the Effective Date must surrender such certificate to the Corporation and, upon such surrender, each such holder shall be entitled to receive certificates evidencing ownership of the number of shares of Class A Common Stock and number of shares of Class B Common Stock to which such holder is entitled to under the Plan of Recapitalization. Until those certificates are surrendered and replacement certificates are issued and delivered, each certificate which evidences ownership of the shares of common stock issued prior to the Effective Date shall be deemed for all purposes to evidence the ownership of the proper number of shares of both Class A Common Stock and Class B Common Stock being authorized and issued under the Plan of Recapitalization. No service charge, brokerage commission, or stock transfer tax shall be payable by any holder of certificates in connection with the issuance of new certificates; except that, if any such certificate is to be issued in a name other than that in which the certificate surrendered for exchange is registered, it shall be a condition of such issuance that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such issuance shall pay any transfer or other taxes required by reason of the issuance of the new certificates in a name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of the Corporation or its transfer agent that such tax has been paid or is not applicable.

5. Effective Date. The effective date of these Articles of Amendment shall be effective as of December 10, 2021.

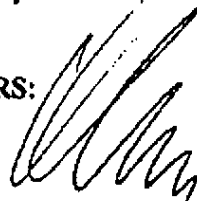
6. Governing Document. Except as hereby amended in these Articles of Amendment, the Articles of Incorporation of the Corporation, as amended from time to time, shall remain in full force and effect without any modification thereof.

7. Counterparts. These Articles of Amendment may be executed in counterparts, each of which will be deemed an original, but all of which together will be deemed to be one and the same agreement. Counterparts may be delivered via facsimile, electronic mail (including PDF or any electronic signature complying with the U.S. federal ESIGN Act of 2000), or other transmission method, and any counterpart so delivered will be deemed to have been duly and validly delivered and be valid and effective for all purposes.

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The undersigned Directors of the Corporation hereby execute these Articles of Amendment as of the date first written above.

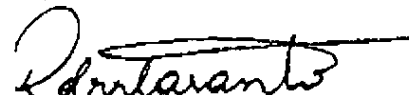
DIRECTORS:



Robert B. Green, President and Director



Rocky Swies, Secretary and Director



Roberta Taranto, Director

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