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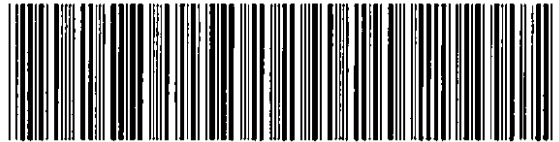
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DATE: 12/27/22

NAME: AGRO HOLDINGS, INC.

TYPE OF FILING: AMENDED AND RESTATED ARTICLES

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A handwritten signature in black ink, appearing to be 'ABH', is written over a horizontal line.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AGRO HOLDINGS, INC.

Pursuant to the Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the undersigned, being an officer of AGRO Holdings, Inc., a Florida corporation (the "Corporation"), does here certify:

FIRST: the Articles of Incorporation of the Corporation were filed with the Florida Department of State on December 26, 2000 and amended on May 13, 2013, January 2, 2015 and December 14, 2017.

SECOND: The Amended and Restated Articles of Incorporation were adopted by all of the directors and all of shareholders of the Corporation pursuant to sections 607.0821 and 607.0704 of the FCBA. The number of votes cast for the amendment and restatement of the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: 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.

ARTICLE I
NAME

The name of the corporation is: AGRO Holdings, Inc.

ARTICLE II
REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

(a) The address of its registered office in the State of Florida is: 2281 Griffin Road, Fort Lauderdale, Florida 33312. The name of its registered agent at such address is Q-Med Corporation.

(b) The street address of the principal office of the Corporation is 2281 Griffin Road, Fort Lauderdale, Florida 33312.

ARTICLE III
CAPITAL STOCK

(a) The total number of shares of stock which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of common stock with a par value of \$0.001 per share.

(b) Shareholders shall have no preemptive rights.

(c) No cumulative voting shall be permitted.

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ARTICLE IV **DIRECTORS**

(a) The property and business of the Corporation shall be controlled and managed by the Board of Directors. The number of directors which shall constitute the Board of Directors shall be fixed by, or in the manner provided in, the Corporation's Bylaws (the "Bylaws"). Directors need not be shareholders of the Corporation unless the Bylaws require them to be shareholders.

ARTICLE V **EXISTENCE**

The Corporation is to have perpetual existence.

ARTICLE VI **PURPOSE**

The nature of the business or purposes to be conducted, transacted, promoted or carried on by the Corporation is engage in any business that may lawfully be conducted by a corporation incorporated under the FBCA.

ARTICLE VII **BYLAWS**

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed, or new Bylaws may be adopted, in any of the following ways: (i) by the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws), or (ii) by a majority of the full Board of Directors. Any change so made by the shareholders may thereafter be further changed by a majority of the full Board of Directors; *provided, however*, that the power of the Board of Directors to amend or repeal the Bylaws, or to adopt new Bylaws, (A) may be denied as to any Bylaws or portion thereof by the shareholders if, at the time of enactment, the shareholders shall so expressly provide; and (B) shall not divest the shareholders of their power, nor limit their power, to amend or repeal the Bylaws, or to adopt new Bylaws.

ARTICLE VIII **NO SHAREHOLDER LIABILITY**

The shareholders of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

ARTICLE IX **INDEMNIFICATION**

(a) The Corporation may indemnify, to the fullest extent permitted by the FBCA, any person (an "Indemnified Person") who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative

or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding; *provided*, that if the Indemnified Person is a director or officer of the Corporation, the Corporation shall indemnify such Indemnified Person in the Proceeding to the fullest extent permitted by the FBCA.

(b) The Corporation may (and in the case of a director or officer of the Corporation, shall) pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this ARTICLE IX or otherwise.

(c) Neither any amendment nor repeal of this ARTICLE IX, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this ARTICLE IX, shall eliminate or reduce the effect of this ARTICLE IX, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this ARTICLE IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

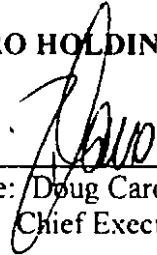
ARTICLE X AMENDMENTS

(a) The Corporation shall have the authority to amend these Articles of Incorporation, at any time or from time to time, as permitted by the provisions of FCBA, as amended from time to time.

(b) Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Florida or of the United States hereinafter adopted which have reference to or affect corporations, such shares, securities, or persons, and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation.

AGRO HOLDINGS, INC.



Name: Doug Caro

Title: Chief Executive Officer

Dated: December 22 2022

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

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

Q-MED CORPORATION.



Name: Doug Caro

Title: Chief Executive Officer

Dated: December 22, 2022