

PO1000032619

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

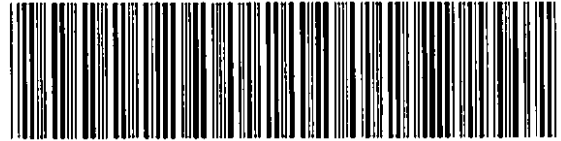
(Document Number)

Certified Copies _____

Certificates of Status _____

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000433206390

Amend

2024 JUL 24 AM 11:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

2024 JUL 24 PM 1:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

JUL 25 2024

A RAMSEY

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 07/24/2024

****WALK IN****

ENTITY NAME Magaya Corporation

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$35

ACCOUNT #: I20160000072

E R H/O

Please call Tina at the above number for any issues or concerns. Thank you so much!

FILED

CERTIFICATE OF FIRST AMENDMENT TO THE
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MAGAYA CORPORATION

2024 JUL 24 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAGAYA CORPORATION, a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that:

1. The name of the corporation is Magaya Corporation (the "**Corporation**").
2. The Corporation's original Articles of Incorporation was filed with the Secretary of State of the State of Florida on March 30, 2001, under the name "Magaya Corporation." A Second Amended and Restated Articles of Incorporation was filed with the Secretary of State of the State of Florida on January 26, 2023 (the "**Second Amended and Restated Articles of Incorporation**").
3. The Board of Directors of the Corporation (the "**Board**"), acting in accordance with the provisions of Sections 607.0821 and 607.1003 of the Florida Business Corporation Act (the "**FBCA**"), adopted resolutions on July 22, 2024, amending the Corporation's Second Amended and Restated Articles of Incorporation as follows:

A. **Article IV.** Article IV is hereby amended and restated to read as follows:

"The Corporation is authorized to issue one class of stock, designated as "Common Stock". The total number of shares of Common Stock which the Corporation is authorized to issue is 13,286,623 shares, and the par value of each of the shares of Common Stock is \$0.01, which shall be divided into two separate series as follows: 11,500,000 shares of Common Stock shall be designated the "Class A Common Stock" (the "**Class A Common Stock**") and 1,786,623 shares shall be designated "Class B Common Stock" (the "**Class B Common Stock**"); and together with the Class A Common Stock, the "**Common Stock**".

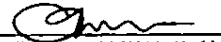
4. All other provisions of the Second Amended and Restated Articles of Incorporation shall remain in full force and effect.

5. Pursuant to a resolution by the Board, this Certificate of First Amendment to the Second Amended and Restated Certificate of Incorporation was submitted to the shareholders of the Corporation for their approval in accordance with the provisions of Section 607.0704 and 607.1003 of the FBCA. Accordingly, said proposed amendment has been duly adopted and approved by the requisite shareholders of the Corporation on July 22, 2024, and the number of written consents received by the shareholders for this Certificate of First Amendment to the Second Amended and Restated Articles of Incorporation were sufficient for approval by the vote required by the shareholders and Section 607.1003 of the FBCA.

* * *

IN WITNESS WHEREOF, Magaya Corporation has caused this Certificate of First Amendment to the Second Amended and Restated Articles of Incorporation of Magaya Corporation to be duly executed and delivered by the undersigned as of July 22, 2024.

MAGAYA CORPORATION,
a Florida corporation

By: 

Gary Nemmers, Chief Executive Officer