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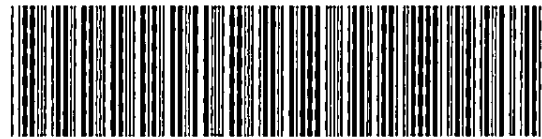
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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 667202 4304417
AUTHORIZATION : 
COST LIMIT : \$35.00

ORDER DATE : April 11, 2023
ORDER TIME : 8:34 AM
ORDER NO. : 667202-005
CUSTOMER NO: 4304417

DOMESTIC AMENDMENT FILING

NAME: KING PALMS, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland-sorenson -- EXT#

EXAMINER'S INITIALS: _____

**RESTATED ARTICLES OF INCORPORATION
OF
KING PALMS, INC.**

The text of the Restated Articles is as follows:

Article I

The name of the Corporation is: KING PALMS, INC.

Article II

The principal place of business address:

2001 Bett Mar Lane
Winter Park, FL 32789

Article III

The purpose for which this Corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

(A) Classes and Number of Shares. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 2,000 shares, consisting of: (i) 1,000 shares of common stock, par value \$0.0001 per share (the "Common Stock") and (ii) 1,000 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock"), each having the rights set forth in this Article IV. The authorized number of shares of any class of capital stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote on the matter and, except as may otherwise be provided in these Articles of Incorporation as they may be amended from time-to-time. Except as may be required by a series of Preferred Stock or by applicable law, no separate vote of such class of capital stock, the authorized number of which is to be increased or decreased, shall be necessary to effect such change.

(B) Preferred Stock. The Preferred Stock of the Corporation has the following rights, preferences, powers, privileges and restrictions, qualifications and limitations:

- (I) Accruing Dividend. From and after the date of the issuance of any shares of Preferred Stock, dividends at the rate per annum of 10% of the Original Issue Price (as defined below) shall accrue on such shares of Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Preferred Stock) (the "Accruing Dividends"). Accruing Dividends shall accrue from day to day, whether or not declared, and shall be cumulative; provided, however, such Accruing Dividends

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KING PALMS, INC.
WINTER PARK, FL 32789

shall be payable only when, as, and if declared by the Board of Directors of the Corporation (the "Board") and the Corporation shall be under no obligation to pay such Accruing Dividends. The Accruing Dividends shall be paid prior and in preference to any declaration or payment of any other dividend (other than dividends on shares of Common Stock payable in shares of Common Stock). The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Preferred Stock have been paid the amount of the aggregate Accruing Dividends then accrued on such share of Preferred Stock and not previously paid. The "Original Issue Price" shall mean, with respect to the Preferred Stock, \$5,000 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Preferred Stock.

- (II) Put Right. In the event Corporation does not obtain an MMTC License (as such term is defined in the Corporation's Shareholder Agreement dated April 7, 2023) on or before June 30, 2024, the holders of Preferred Stock shall be entitled to cause the Corporation to repurchase the Preferred Stock for the Original Issue Price, without adjustment for Accruing Dividends, regardless if such Accruing Dividends have been paid or received.

(C) Voting.

(1) Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters in which shareholders generally are entitled to vote, except as may be otherwise be provided in these Articles of Incorporation (including any Certificate filed with the Secretary of State of the State of Florida establishing the terms of a series of Preferred Stock) or by the Act.

(2) The holders of Preferred Stock shall be entitled to vote only on matters affecting the Preferred Stock as a separate class, otherwise the Preferred Stock shall be non-voting.

(D) Dividends. Subject to the Act and preferred rights to payment of Accruing Dividends by the holders of Preferred Stock, dividends may be declared and paid on the Common Stock at such times and in such amounts as the Board, in its discretion, shall determine. In determining the dividend per share, the numerator shall be the amount of cash, other property or capital stock payable to holders of Common Stock and the denominator shall be the total outstanding shares of Common Stock.

(E) Dissolution, Liquidation or Winding Up.

- (I) Preferential Payments to Holders of Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock by reason of their

ownership thereof, an amount per share equal to the Original Issue Price, plus any Accruing Dividends accrued but unpaid thereon, whether or not declared (the amount payable pursuant to this sentence is hereinafter referred to as the "Liquidation Amount"). If upon any such liquidation, dissolution or winding up of the Corporation the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Preferred Stock the full Liquidation Amount, the holders of shares of Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

- (II) Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment in full of all Liquidation Amounts required to be paid to the holders of shares of Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

Article V

The name and Florida street address of the registered agent is:

Gregory S. Cockman
2001 Bett Mar Lane
Winter Park, FL 32789

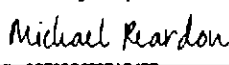
Article VI

The name and address of the original incorporator is:

RONNEY REYES
19700 S.W. 192ND STREET
MIAMI, FLORIDA 33187

These restated articles of incorporation consolidate all amendments into a single document. The amendments were adopted by the shareholders. The number of votes cast for the amendments by the shareholder were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation on this 11th day of April, 2023.

DocuSigned by:

By: _____
Name: Michael Reardon
Title: President

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept the appointment as registered agent of King Palms, Inc., a Florida corporation, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of position as registered agent as provided in Chapter 617 of the Florida Statutes.

DocuSigned by:
By: Gregory Cockman
Name: Gregory S. Cockman
Date: April 11, 2023