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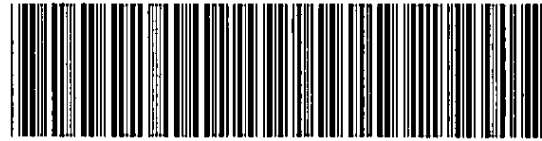
(Business Entity Name)

(Document Number)

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JUL 12 2021  
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JUL 12 2021

## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: All Star Recruiting Inc  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☒ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: Rebecca Zeitlin  
Name (Printed or typed)

800 Fairway Drive Suite 300  
Address

Deerfield Beach, FL 33441  
City, State & Zip

(800) 928-0229  
Daytime Telephone number

RZEITLIN@ASRLDCVMS.COM  
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALL STAR RECRUITING INC**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, ALL STAR RECRUITING INC, a Florida corporation (the "***Corporation***"), certifies that:

These Amended and Restated Articles of Incorporation of the Corporation amend and restate the Articles of Incorporation of the Corporation in its entirety. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation acting by unanimous written consent, dated May 20, 2021 and by the shareholders of the Corporation acting by unanimous written consent, dated May 20, 2021. The number of votes cast for these amendments by the shareholders was sufficient for approval by the holders of the Common Stock of the Corporation.

The text of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

**ARTICLE I  
NAME**

The name of the Corporation is ALL STAR RECRUITING INC

**ARTICLE II  
CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 100 shares of common stock, without par value (the "***Common Stock***") consisting of (a) two (2) shares of voting Common Stock ("***Voting Shares***"), and (b) 98 shares of nonvoting Common Stock (the "***Nonvoting Shares***"). The original 100 shares of common stock of the Corporation in existence prior to the effectuation of this Amended and Restated Articles of Incorporation shall be exchanged for (i) two (2) Voting Shares and (ii) 98 Nonvoting Shares of Common Stock in accordance with the terms of the shareholders' agreement (as described in Article IX below).

A statement of the powers, preferences and rights, and the qualifications, limitations or residents thereof, in respect of each class of stock of the Corporation, is as follows: all shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights; provided, however, that except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of the Voting Shares and each holder of shares of Voting Shares shall be entitled to one vote for each Voting Share standing in such holder's name on the books of the Corporation. Nonvoting shares shall not have any voting rights except as otherwise required by law.

**ARTICLE III  
MAILING ADDRESS**

The current address of the principal office of the Corporation is 800 Fairway Drive, Suite 300, Deerfield Beach, Florida 33441.

**ARTICLE IV**  
**REGISTERED AGENT**

The street address of registered office of the Corporation is 800 Fairway Drive, Suite 300, Deerfield Beach, Florida 33441. The name of the registered agent of the Corporation at that address is Craig Shattuck.

**ARTICLE V**  
**INDEMNIFICATION**

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (1) who is or was a director of the Corporation, (2) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other entity or enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against such person or incurred by such person in his or her capacity as such director, officer, trustee, partner, agent or employee or arising out of his or her status as such director, officer, trustee, partner, agent or employee. The foregoing obligation of the Corporation to indemnify shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify such person against such liability. Costs, charges and expenses (including attorneys' fees) incurred by any such person in defending a civil or criminal suit, action or proceeding may be paid by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors of the Corporation or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**ARTICLE VIII**  
**LIMITATION OF LIABILITY**

To the fullest extent permitted under the Florida Business Corporation Act and other applicable law, no member of the Board of Directors of the Corporation shall be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the law of the Corporation's state of incorporation is hereafter amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent then permitted. No repeal or modification of this Article VIII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**ARTICLE IX**  
**SHAREHOLDERS' AGREEMENT**

Each of the shareholders of the Corporation as of May 20, 2021 has entered into a shareholders' agreement by and among the Corporation and such shareholders. A copy of such shareholders' agreement has been filed at the office of the Corporation. It is a condition to the effectiveness of the transfer of any shares of the Corporation's capital stock that the transferee of such shares has executed and delivered to the Corporation an instrument, in the form prescribed by the Corporation, agreeing to be bound by the terms and conditions of such shareholders' agreement, as it may amended from time to time in accordance with the terms thereof.

**IN WITNESS WHEREOF**, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, executed these Amended and Restated Articles of Incorporation on this 20<sup>th</sup> day of May, 2021.

**ALL STAR RECRUITING INC**

By: 

Craig Shattuck  
President

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED  
W I T N E S S E T H:**

That, ALL STAR RECRUITING INC, desiring to amend and restate its Articles of Incorporation under the laws of the State of Florida, has named Craig Shattuck, located at 800 Fairway Drive, Suite 300, Deerfield Beach, Florida 33441, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

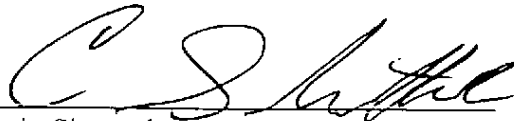
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 20<sup>th</sup> day of May, 2021.

**REGISTERED AGENT:**

By: \_\_\_\_\_

Craig Shattuck

A handwritten signature in black ink, appearing to read 'C. Shattuck', is written over a horizontal line.