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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
DP PET PRODUCTS, INC.**

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**FILED**  
2021 MAR 31 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FL

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DP PET PRODUCTS, INC.**

**FILED**  
2021 MAR 31 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FL

THE UNDERSIGNED, President of **DP PET PRODUCTS, INC.**, a Florida corporation (the "Corporation"), hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE I - NAME OF CORPORATION AND DURATION**

The name of this Corporation is **DP PET PRODUCTS, INC.** The duration of this Corporation shall exist perpetually. The effective date of these Amended and Restated Articles of Incorporation shall be the date of filing these Amended and Restated Articles of Incorporation with the State of Florida. The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the Corporation by Unanimous Written Consent executed on January 1, 2021.

**ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 5340 Young Pine Road, Suite 8, Orlando, Florida 32829.

**ARTICLE III – REGISTERED OFFICE AND AGENT**

The name and address of the registered agent of the Corporation shall be:

David B. Canning  
5340 Young Pine Road  
Suite 8  
Orlando, Florida 32829

**ARTICLE IV – GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

- A. To conduct and transact any business lawfully authorized by Chapter 607, Florida Statutes, as the same may be from time to time amended.
- B. To own an interest in any other entity.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or

any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other entities or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

#### **ARTICLE V - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) Class A voting shares and Nine Thousand Nine Hundred (9,900) Class B non-voting shares each having a par value of \$.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

#### **ARTICLE VI – BOARD OF DIRECTORS**

A. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person, the number of shares owned by such shareholder for as many persons as there are directors to be elected at that time and for whose election such shareholder has a right to vote. Directors shall be elected by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

B. This Corporation shall have at least one (1) director. Currently, the Corporation's sole director is David B. Canning. The number of directors may be increased or decreased from time to time by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, but no decrease shall have the effect of shortening the term of any incumbent director.

C. At each annual meeting, the shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the shares then entitled to vote at an election of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

E. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the shares then entitled to vote at an election of directors, and only if the number of votes cast to remove the director exceed the number of votes cast not to remove the director.

F. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law, a majority of the number of directors shall constitute a quorum for the transaction of business. Provided, however, the act of at least a majority of the directors shall be the act of the Board of Directors, unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

## **ARTICLE VII - SHAREHOLDERS**

A. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by contract or by law, a majority of all shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Stock Purchase and Shareholders' Agreement between this Corporation and this Corporation's shareholders (a "Shareholders' Agreement"), by contract or by law, when a specified item of business is required to be voted on by a class or series of stock, a majority of all shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series.

B. Provided, however, the affirmative vote of at least a majority of the shares entitled to vote on the subject matter shall be the act of the shareholders, unless otherwise provided by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

C. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

D. Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

## **ARTICLE VIII - ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any entity or individual to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

### **ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of a majority of the shares then entitled to vote.

### **ARTICLE X – REFERENCES**

References to the masculine gender herein shall be deemed to include the feminine and neuter and references to the singular shall include the plural, and vice versa, where appropriate.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 17th day of March 2021.

**DP PET PRODUCTS, INC.**, a Florida corporation

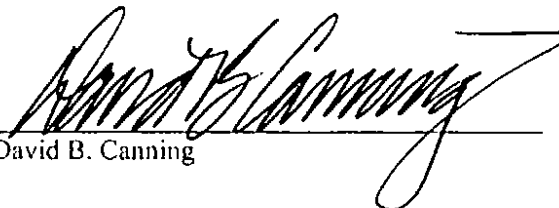
By: \_\_\_\_\_

David B. Canning, President

/

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of **DP PET PRODUCTS, INC.**, I hereby accept and agree to act in this capacity.

  
\_\_\_\_\_  
David B. Canning