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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TEACH N KIDS LEARN, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$35.00 |

SEP 08 2021
S. PRATHER

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF TEACH N KIDS LEARN, INC.

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Directors of **Teach N Kids Learn, Inc.** (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 26, 2009, Document No. P09000007835.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by the Directors of the Corporation, and its shareholders on August 4, 2021. To affect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I

NAME

The name of the Corporation is Teach N Kids Learn, Inc.

ARTICLE II

DURATION

The term of the Corporation is perpetual.

ARTICLE III

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act, as the same exists or as may hereafter be amended.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

333 Southeast 2nd Avenue
20th Floor
Miami, Florida 33131

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DADE COUNTY, FLORIDA
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ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue two classes of stock to be designated, respectively, Voting Common Stock, par value \$0.000001 per share ("Voting Common Stock") and Preferred Stock, par value \$0.00001 per share ("Preferred Stock"). The total number of shares of Voting Common Stock that the Corporation shall have the authority to issue is one hundred thousand (100,000). The total number of shares of Preferred Stock that the Corporation shall be authorized to issue is one hundred thousand (100,000). The Preferred Stock may be issued from time to time in one or more series. The Corporation may from time to time in accordance with the laws of the state of Florida increase the authorized amount of its Voting Common Stock and Preferred Stock. The Board of Directors is hereby authorized, subject to limitations prescribed by law, by resolution to provide for the issuance of Preferred Stock in one or more series, and to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, privileges, preferences and relative participating, optional or other rights, if any, of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following: A. The number of shares constituting that series including an increase or decrease in the number of shares of any such series and the distinctive designation of that series; B. The dividend rate of the shares of that series, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series; C. Whether that series shall have voting rights (including multiple or fractional votes per share) and, if so, the terms and conditions of such privileges, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine; E. Whether or not the shares of the series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates; F. the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and G. Any other relative rights, preferences and limitations of that series.

ARTICLE VI

DIRECTORS

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of the directors of the Corporation, which shall be no less than three (3), shall be fixed and may be changed from time to time by resolution of the Board of Directors.

ARTICLE VII**INDEMNIFICATION AND ADVANCEMENT**


The Corporation shall indemnify, and shall provide advancement with respect thereto, to the fullest extent permitted by Florida law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he/she, his/her testator or intestate is or was a director or officer of the Corporation.

ARTICLE VIII**REGISTERED AGENT**

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

Kaufman Dolowich Voluck, LLP
100 Southeast 3rd Avenue
Suite 1500
Fort Lauderdale, Florida 33394
Attn: Perry F. Sofferman, Esq.

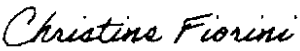
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this *1st* day of *September, 2021*.



Name: Rodolfo Azcuy
Director



Name: Jodi Slonaker
Director



Name: Christine Fiorini
Director

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TALLAHASSEE, FLORIDA

Registered Agent Acceptance Statement

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.

/s/ Perry Sofferman

Registered Agent Signature

09/07/2021

Date