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SECRETARY OF STATE  
TALLAHASSEE, FL

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ITMS GROUP INC.**

Pursuant to Section 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), ITMS GROUP, INC., a Florida corporation (the "Corporation") hereby certifies that:

**FIRST:** The Corporation was originally incorporated in the State of Florida under the name International Trade & Marketing Services, Inc. on July 28, 2009, and assigned document number P09000063951.

**SECOND:** These Amended and Restated Articles of Incorporation were adopted and approved on February 1, 2019 by the Corporation's sole director and sole shareholder, and shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

**ARTICLE I: NAME AND ADDRESS**

The name of the corporation is ITMS GROUP INC. The address of the principal office and mailing address of this Corporation is 13313 NW 47<sup>th</sup> Ave, Opa Locka, FL 33054.

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**ARTICLE II: DURATION**

The term of existence of the Corporation is perpetual unless sooner dissolved according to the law.

**ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV: CAPITAL STOCK**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is One Hundred (100) shares, divided into classes as follows:

- (a) Twenty (20) shares of Class A Common Stock with a par value of \$1.00 per share;
- and
- (b) Eighty (80) shares of Class B Common Stock with a par value of \$1.00 per share.

Any previously issued shares have been exchanged, reclassified, or cancelled pursuant to the terms of a Stock Purchase and Shareholder Agreement of even date herewith.

## ARTICLE V: RIGHTS AND RESTRICTIONS OF COMMON STOCK

The rights, privileges, and restrictions of the two classes of Common Stock are as follows:

1. Dividend Rights. The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.
2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed among the holders of the shares of Class A and Class B Common Stock pro rata based on the number of shares then held by them.
3. Redemption. The Common Stock is not redeemable.
4. Voting Rights. Each holder of shares of Class A Common Stock shall be entitled to one vote per share for each share of Class A Common Stock held by such holder. Class B Common Stock shall have no voting rights until the occurrence of the Triggering Event, as such term is defined in the Corporation's Shareholder Agreement of February 1, 2019. After such Triggering Event has occurred, Class B Common Stock shall have the same voting rights as Class A Common Stock.

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## ARTICLE VI: DIRECTORS

The number of directors that constitute the Board of Directors of the Corporation shall be designated as set forth in the Bylaws of the Corporation. This number may be increased or decreased from time to time in accordance with the Corporation's Bylaws but shall never be less than one (1). The name and address of the individual who currently serves as only director on the Board of Directors is:

Robert C. Wing, 13313 NW 47<sup>th</sup> Ave, Opa Locka, FL 33054.

## ARTICLE VII: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 13313 NW 47<sup>th</sup> Ave, Opa Locka, FL 33054. The name of the registered agent of the Corporation at that office is Robert C. Wing.

## ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another