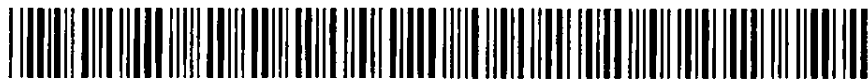


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July 11, 2023

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RENCO USA, INC.
5959 BLUE LAGOON DRIVE
SUITE 200
MIAMI, FL 33126

SUBJECT: RENCO USA, INC.
REF: P11000046801

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tammi Cline
Regulatory Specialist II Supervisor

FAX Aud. #: H23000243228
Letter Number: 823A00015402

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SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RENCO USA, INC.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned, Kenneth A Smuts, being the President of Renco USA, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: He is the duly elected and qualified President of the Corporation.

SECOND: The Articles of Incorporation (the "Articles of Incorporation") of the Corporation were previously filed with the Florida Department of State on May 16, 2011, amended and restated on April 25, 2012, and further amended on August 25, 2016.

THIRD: These Second Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors of the Corporation pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act.

FOURTH: These Second Amended and Restated Articles of Incorporation have been duly adopted by the shareholders of the Corporation pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act. The shareholders approved these amendments by unanimous written consent. The number of votes cast for the amendments by the shareholders was sufficient for approval.

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

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RENCO USA, INC.

ARTICLE I

The name of this corporation is Renco USA, Inc. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

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ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 5959 Blue Lagoon Drive, STE 301, Miami, Florida 33126.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock of the Corporation shall be as follows:

- a) 150,000,000 authorized shares of Class A Common Stock, par value per share of \$0.00001, the holders of which shall be entitled to three (3) votes per share, the holders of the shares may at any time and from time to time convert any portion of the holders shares up to all of the shares held by the holder thereof to shares of the Class C Common Stock, such conversion shall be on a one for one basis and upon conversion any such share shall thereafter have the rights of a share of Class C Common Stock, any remaining issued and outstanding shares of Class A Common Stock shall immediately convert into Class C Common Stock, or successor securities as provided below, upon a listing thereof on a National Securities Exchange or other eligible marketplace in accordance with Title 15, U.S.C. or in the event of a listing outside of the United States, in accordance with the securities laws of the relevant jurisdiction;
- b) 20,000,000 authorized shares of Class B Common Stock, par value per share of \$0.00001, the holders of which shall have no voting rights except as otherwise required by law and shall not be responsible for providing any capital to the Corporation under any circumstances, the holders of the shares may at any time and from time to time convert any portion of the holders shares up to all of the shares held by the holder thereof to shares of the Class C Common Stock, such conversion shall be on a one for one basis and upon conversion any such share shall thereafter have the rights of a share of Class C Common Stock, any remaining issued and outstanding shares of Class B Common Stock shall immediately convert into Class C Common Stock, or successor securities as provided below, upon a listing thereof on a National Securities Exchange or other eligible marketplace in accordance with Title 15, U.S.C. or in the event of a listing outside of the United States, in accordance with the securities laws of the relevant jurisdiction;
- c) 500,000,000 authorized shares of Class C Common Stock, par value per share of \$0.00001, the holders of which shall be entitled to one vote per share. In case all or any portion of the authorized and outstanding Class C Common Stock of the Company are redeemed or converted or reclassified into other securities or property pursuant to the Company's Articles of Incorporation or otherwise, or the Class C Common Stock otherwise ceases to exist, then, in such case the holder of any class of stock convertible into the Class C Common Stock, upon exercise of such conversion right at any time after the date on which the Class C Common Stock is so redeemed or converted, reclassified or ceases to exist (the "Termination Date"), shall receive, in lieu of the number of shares of Class C Common

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Stock that would have been issuable upon the exercise of such conversion right immediately prior to the Termination Date, the securities or property that would have been received if the conversion right had been exercised in full and the Class C Common Stock received thereupon had been simultaneously converted immediately prior to the Termination Date, all subject to further adjustment as provided in the redemption or conversion or reclassification or otherwise of the Class C Common Stock.

ARTICLE V

The street address of the Corporation's registered office is 515 East Park Avenue Tallahassee, FL 32301, and the name of its registered agent at such office is NRAI Services, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two (2) directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's directors until successors are duly elected and qualified.

ARTICLE VII

A director or officer of the Corporation shall not be, personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors, and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

These restated articles of incorporation consolidate all amendments into a single document.

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ARTICLE IX

The amendments were adopted by the shareholders. The number of votes cast for the amendments by the shareholders was sufficient for approval.

ARTICLE X

The effective date of these Second Amended and Restated Articles of incorporation is 07/20/2023.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 7/18/2023

DocuSigned by:
Signature: Kenneth A. Smuts
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By: Kenneth A Smuts, President, Renco USA, Inc.

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