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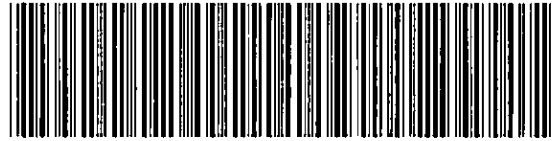
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Amended &  
Restated Articles

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2024 NOV 15 AM 10:10

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A. RAMSEY  
NOV 18, 2024



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Date: 11/15/2024

Name: Cheyenne Davis

Reference #: 2554137

Entity Name: CYBERSHIELD INC.

- ☐ Articles of Incorporation/Authorization to Transact Business
- ☒ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☐ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☒ Other PLEASE ATTACH CC OF AMEND.; APOSTILLE AMENDMENT UPON FILING

Authorized Amount: \$35.00

Signature: *Cheyenne Davis*

✦ CORPORATE HQ  
COGENCY GLOBAL INC.  
10 E 40TH ST, 10TH FL  
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AMENDED AND RESTATED 2024 NOV 15 AM 10:11  
ARTICLES OF INCORPORATION  
OF  
CYBERSHIELD INC.

Cybershield Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA").

**DOES HEREBY CERTIFY:**

1. That the corporation was originally incorporated pursuant to the FBCA on October 25, 2011 under the name Information Technologies of Colombia, Inc.
2. That on August 10, 2015, the name of the corporation was amended to Cybershield Inc.
3. That these Amended and Restated Articles of Incorporation have been duly adopted and approved by the sole shareholder of the Corporation by written consent dated November 6, 2024 and by the sole director of the Corporation by written consent dated November 6, 2024, both in accordance with the applicable provisions of the FBCA.

**RESOLVED**, that the Articles of Incorporation of this corporation be amended and restated in its entirety to read as follows:

**ARTICLE I: NAME**

The name of the corporation shall be Cybershield Inc. (the "**Corporation**").

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 12651 SW 16th Court, B412, Pembroke Pines, FL 33027.

**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: SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 600, all of which shall be common stock with a par value of \$1.00 per share.

- a. **Consideration.** Shares of Common Stock may be issued in exchange for cash, real property, and labor or in the absence of fraud in the transaction: the judgment of the Board of Directors and to the value of which any such consideration shall be conclusive.

**b. Non-Assessable.** Each share of Common Stock shall be issued in exchange for consideration, this is at least equal to the par value thereof, and shall be fully paid and non-assessable.

**c. Cumulative Voting.** No holder of Common Stock shall be entitling to any right of cumulative voting.

**d. Dividends.** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors or of assets legally available for such purpose.

**e. Liquidation Rights.** Record holders of Common Stock are entitled in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of the Corporation remaining after payment of all corporate debts and obligations.

## **ARTICLE V: PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or any new stock of the Corporation for the same kind, class or series as that which he already holds, shall have the right to purchase this pro-rata share thereof as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VI: SPECIAL VOTING PROVISIONS**

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's Common Stock entitled to vote at the time of the proposal of any occurrence. For each occurrence, the required percentage shall be as follows:

- a.** The required percentage for Amendments of these Amended and Restated Articles of Incorporation is 100%.
- b.** The required percentage for Sales, Lease or exchange of all of the Corporation's property and assets, or of any property or assets of the Corporation essential to the business of the Corporation is 100%.
- c.** The required percentage for mergers or consolidation of the Corporation into or with any other Corporation is 100%.
- d.** The required percentage for voluntary dissolution of the Corporation is 100%.

## **ARTICLE VII: DIRECTORS AND OFFICERS**

The board of directors of the Corporation shall consist of a minimum of one (1) member. This number may be increased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the individual who will serve on the board of directors is:

Marina Cuervo, 1221 Brickell Avenue, Suite 900, Miami, Florida 33131.

The name and address of the individual who will serve as the Chief Marketing Officer (the "CMO") is:

Ana Maria Roncallo, 1221 Brickell Avenue, Suite 900, Miami, Florida 33131.

## **ARTICLE VIII: REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 2121 Ponce Leon Blvd., Suite 1050, Coral Gables, Florida 33134. The name of the registered agent of the Corporation at that office is Consulting Services of South Florida Inc.

## **ARTICLE IX: INCORPORATOR[S]**

The name and street address of the Corporation's incorporator is:

Marina Cuervo, 1221 Brickell Avenue, Suite 900, Miami, Florida 33131.

## **ARTICLE X: 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 they, or a person for whom they are 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 corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

## **ARTICLE XI: FOREIGN BRANCHES**

The Corporation approves the registration of a Branch in the city of Quito or in the city of Guayaquil in the Republic of Ecuador (the "**Branch**"). The scope of the corporate purpose of the Branch is as follows:

1. It may carry out any lawful activity and especially those related to telecommunications activities, information technologies, data processing equipment, electronic security, help desk and call center, geospatial solutions, georeferencing applications, hydrographic systems, inspection systems, intelligence systems for military and police forces, specialized solutions for the energy and mining sectors, air, sea and land simulators, crisis management and shelter solutions, execution of civil

works related to these activities, consulting, training and services; construction and provision of energy centers, construction of micro-networks for the combined production of heat and electricity, biomass, energy control, energy security, energy storage, waste-to-energy, supply of equipment for these purposes, administration, control, support and maintenance.

2. It may design, develop and supply solutions for business continuity, storage, backup, contingency, high availability, computer security, processing, communications, connectivity, administration, monitoring, management of technological infrastructure, and software development.

3. Supply non-intrusive inspection systems, non-intrusive vehicle inspection systems with gamma rays and/or X-rays, metal detectors (cargo vehicles, private vehicles, aircraft, maritime transport), baggage inspection systems, portable digital X-ray systems, air, land and maritime surveillance and security systems; radiology laboratory activities (x-rays) and other diagnostic imaging centers; devices based on the use of x-rays or alpha, beta or gamma radiation; instruments and devices to measure ionizing radiation.

4. It may supply hydrographic systems to edit, update, display and analyze data from hydrographic surveys, energy management, food and protection solutions, control centers as well as support operating systems, databases, database engines, email, application servers, portals; it may design, develop, implement and maintain information systems tailored to the required needs.

5. It may create, generate, implement and commercially exploit information and communication technologies, within the national territory and abroad, including all those technical and technological activities that are necessary for the integration of the required components, hosting and data center placement services.

6. In the above matters, it may provide outsourcing services, be a representative, dealer, distributor, consignee or agent of companies that manufacture equipment, its components, parts and accessories, software developers, civil works executors, both for foreign and national companies; it may buy, sell, lease, manufacture, assemble equipment, its spare parts, necessary and complementary accessories, provide support and maintenance.

7. It may design, build, adapt, remodel or implement computer centers, monitoring centers, operations centers, call centers, user service centers and points, make electrical connections, voice and data connections, supply, install and operate UPSs, power plants, air conditioning systems and in general execute all kinds of civil works directly and indirectly related to its corporate purpose, as well as contract them with third parties;

8. It may supply computer equipment, multimedia printing, cybernetics, robotics, photocopying, development, scanner, and related systems.

9. It may train personnel in the above activities and all those related to them, either directly or through companies permanently or occasionally dedicated to providing these training services in the field of systems equipment such as computers, active networks, networks and software or programs, simulation equipment and systems with software for education and training in combat and/or air and/or land and/or maritime defense, air simulators for training, military training field simulators, optical character recognition equipment, radio frequency identification equipment, license plate readers, equipment for road safety and for the transportation industry and other technologies in transportation applications, ocean sensors,

equipment to optimize energy savings and conservation, equipment to produce and obtain energy; biometric authentication systems and their terminals.

**10.** It may be a representative, dealer, consignee, distributor or agent of companies developing or manufacturing the above goods or services. It may assemble networks or active networks, micro-networks, all of them from national or foreign companies. It may buy and sell equipment (hardware) or programs (software) from the companies that it represents, be an agent for, distribute, or be a concessionaire of. It may also manufacture parts of the systems equipment.

**11.** It may design, develop and assemble information systems (software), of its own creation. It may provide technical assistance in Hardware and Software to the equipment, whether or not by manufacturers represented by it, for which the company is required, and it may train personnel directly or indirectly.

**12.** In the field of electronics, in addition to the marketing, representation and manufacturing activities mentioned above, it may also carry out the design, supply, integration, installation, implementation and maintenance of electronics and electronic systems.

**13.** In cybersecurity, it may design, create and market platforms, software, hardware and all kinds of tools intended to safeguard information and critical infrastructure; Cyberdefense Command and Control Systems; Cyberdefense Training Systems; Simulators for cybersecurity and cyberdefense.

**14.** It may supply equipment, elements and systems for wired, wireless, satellite, infrared, microwave and related communication systems, accessories, optical and measuring equipment, audio, video, television image and sound recording devices, batteries and power supply means; precision, measurement, location, inspection, security, intelligence or comparison equipment, instruments, devices or software programs.

**15.** It may supply equipment and elements for physical security of facilities; radiolocation, intervention, jamming, intercepting, wired or wireless telephone network blockers, cellular, satellite and microwave equipment; Additionally, it may market major and minor weapons, spare parts, ammunition and all kinds of war material required by the military and police forces for national defense and security.

**16.** It may supply ships, naval artifacts and aircraft with their accessories, spare parts and other elements necessary for their operation and functioning.

**17.** It may supply, repair, maintenance and modernization services of all types of specialized vehicles, and motor vehicles for special uses.

**18.** It may supply equipment for intelligence, explosives, and counterintelligence.

**19.** It may supply of CCTV equipment; security cameras, fire control systems, access control systems, recording equipment; metal and explosive detectors.

**20.** It may supply of integration systems; electrical, mechanical and electronic equipment for: radars, radio aids, navigation equipment, control centers, navigation simulators, machines and everything related to navigation and electronic equipment for ships and similar; electronic, mechanical and electronic

equipment for: radars, control towers and radio aids for take-off and landing of aircraft; night vision equipment, its parts and accessories.

21. It may supply parts and spare parts for all the aforementioned equipment and system maintenance services.

22. It may provide engineering and advisory services for engineering projects. It may support or maintain custom-developed business solutions or market solutions already implemented. In the field of consulting, the company may act as a permanent advisor, temporary advisor or as consultants for the preparation or assembly of computer service units, both in the field of related civil works, as well as in the field of equipment and operating programs (software).

23. It may provide specialized consulting services for the energy and mining sectors, including studies and advice on energy and mining policies, pricing and costs, development of specialized software programs for these sectors. It may provide consulting for the development, implementation and production of software for business applications. It may directly or indirectly train personnel to handle these activities.

24. It may form alliances to create service units with companies that perform these functions, whether they are commercial companies or national or foreign natural persons.

25. In the field of services for telecommunications and systems activities, it may sell assembly, maintenance, and repair services, through qualified personnel assigned to it or contract with natural or legal persons outside it.

26. It may buy, sell and supply the spare parts, accessories and complementary parts related to the assembly, maintenance and repair of all kinds of equipment and computer systems.

27. In the field of training, it may, through training courses, train assigned personnel, whether company or external, in all areas of its competence, as mentioned above. It may also provide training in commercial, educational, recreational or scientific areas, through qualified personnel to train them or through importer or exporter teams for capital goods or services that are part of its corporate purpose.

28. It may form alliances with entities, whether natural or legal persons, to complement or integrate marketing strategies for its products. It may be a representative of national and foreign companies and market the goods they supply.

29. It may acquire, sell, receive in payment, give and take in lease, and mortgage real estate to fulfill its corporate purpose. It may also acquire machinery, complementary equipment and accessories, give these as collateral or pledge when necessary, give and receive on loan (loan for use), equipment, accessories, machinery, and also, give or take them on lease.

30. It may acquire concessions, licenses, patents, trademarks, trade names and other rights constituting industrial or commercial property. It may issue securities with prior authorization from the National Securities Commission, if required.

31. It may establish subsidiary companies, promote, form and organize societies, associations or businesses of any legal type or kind with activities related or connected to its corporate purpose. It may link itself to these by acquiring shares, quotas or social rights in them. It may make



contributions in money, goods or services to these companies. It may link itself to companies that are dedicated to businesses of the same nature as alliances. And in general, carry out the acts and enter into contracts directly related to the corporate purpose, exercise its rights and fulfill its obligations in the development of such, with the highest degree of efficiency.

32. In General, the Branch may engage in any activity of business permitted under the laws of the Republic of Ecuador.

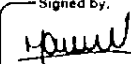
## ARTICLE XII: LEGAL REPRESENTATIVE OF BRANCH

The Corporation authorizes Marina Cuervo Vanegas, as Director and legal representative of the Corporation, to appoint and / or remove a legal representative to the Branch (the "**Branch Representative**") and assign power of attorney to the Branch Representative, who must be a citizen of Ecuadorian Nationality, so that they may act as agent of the Corporation or of the Branch, as the case may be, with broad powers to carry out all legal acts and business that must be held and take effect in the Republic of Ecuador.

## ARTICLE XIII: EFFECTIVE DATE AND TIME

The effective date and time of these Amended and Restated Articles of Incorporation shall be the date and time that these Amended and Restated Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

I submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Signed by,  
  
397F025B875A4EE  
Required Signature/Incorporator

11/7/2024

Date