

To: 8506176380

From: Cale Silvestri

2/24/2025 8:35:23 AM

p. 2 of 8

2/24/25, 8:36 AM

Division of Corporations

P120000079295

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H25000069187 3)))



H250000691873ABC5

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : FRESH LEGAL PERSPECTIVE, PL  
Account Number : 120180000041  
Phone : (813)448-1042  
Fax Number : (813)484-3531

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: Contact@FLPLawFirm.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
RASHENDZ, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 06      |
| Estimated Charge      | \$35.00 |

A. RAMSEY

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

2025 FEB 24 PM 2:01

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION  
FOR  
RASHENDZ, INC.**

Effective as of the 26<sup>th</sup> day of August, 2024

These Restated Articles of Incorporation are being submitted pursuant to Fla. Stat. 607.1007. All amendments contained in these Restated Articles of Incorporation were submitted to the shareholders who approved such amendments by sufficient votes cast for the amendment pursuant to Fla. Stat. 607.1006. These Restated Articles of Incorporation consolidate all amendments through the date of adoption (which is listed in the certification below).

**ARTICLE I – NAME**

The name of this corporation is:

RashEndz, Inc.

**ARTICLE II – PRINCIPAL ADDRESS**

The principal address and mailing address of the initial principal office is:

3495 5<sup>th</sup> Avenue N  
Saint Petersburg, Florida 33713

**ARTICLE III – PURPOSE**

The purpose for which this corporation is organized is:

To engage in any lawful act or activity for which corporations may be organized under the laws of the state of Florida.

**ARTICLE IV – SHARES OF STOCK**

The 100:1 stock split reflected in the amendment executed May 25, 2022 and filed May 26, 2022 is hereby reversed with a 1:100 stock split effective upon the close of business on the date these Restated Articles are filed. Each one hundred (100) shares of the Corporation's Class A Common Stock issued and outstanding shall be exchanged for (1) share of the Corporation's Class A Common Stock without any further action by the Corporation or the holder thereof. Each one hundred (100) shares of the Corporation's Class B Common Stock issued and outstanding shall be exchanged for (1) share of the Corporation's Class B Common Stock without any further action by the Corporation or the holder thereof. Each one hundred (100) shares of the Corporation's Class A Preferred Stock issued and outstanding shall be exchanged for (1) share of the Corporation's Class A Preferred Stock without any further action by the Corporation or the holder thereof. Each one hundred (100) shares of the Corporation's Class B Preferred Stock issued and outstanding

shall be exchanged for (1) share of the Corporation's Class B Preferred Stock without any further action by the Corporation or the holder thereof.

Following the reverse stock split, the total number of shares of stock which the Corporation shall have authority to issue is nineteen thousand two hundred fifty (19,250) consisting of nine thousand eight hundred seventy-five (9,875) shares of Class A common stock, two thousand six hundred twenty-five (2,625) shares of Class B common stock, three thousand seven hundred and fifty (3,750) shares of Class A preferred stock, and three-thousand (3,000) shares of Class B preferred stock.

The number of authorized shares of stock of any class may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the voting power of all then outstanding shares of stock of the Corporation entitled to vote generally in the election of directors.

1. The shares of Class A Common Stock shall have the following rights and characteristics:

(a) Each share of Class A Common Stock shall be entitled to ten votes in the election of directors and in all other matters upon which stockholders are entitled to vote. There shall be no cumulative voting;

(b) No holder of Class A Common Stock shall have any preemptive right to subscribe to or acquire (i) unissued or treasury shares of the Corporation of any class, (ii) securities of the Corporation convertible into or carrying a right to acquire or subscribe to shares of any class or (iii) any other obligations, warrants, rights to subscribe to shares or other securities of the Corporation of any class, in each case whether now or hereafter authorized;

(c) Subject to the provisions of law and to the provisions of any preferred shares that may be outstanding from time to time, dividends may be paid on the Class A Common Stock at such times and in such amounts as the Board of Directors may deem advisable; and

(d) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Common Stock (together with the Class B Common Stock) shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amounts to which holders of Preferred Shares shall be entitled, to the remaining net assets of the Corporation.

2. The shares of Class B Common Stock shall have the following rights and characteristics:

(a) Each share of Class B Common Stock shall be entitled to one vote in the election of directors and in all other matters upon which stockholders are entitled to vote. There shall be no cumulative voting; and

(b) Other than voting rights, Class B Common Stock shall have rights and characteristics identical to those of Class A Common Stock.

3. The shares of Class A Preferred Convertible Stock ("**Class A Preferred Stock**") shall have the following rights and characteristics:

- (a) Each share of Class A Preferred Stock shall have no right to vote;
- (b) Dividends on the Class A Preferred Stock shall be \$2 per share, per annum;
- (c) Dividends on the Class A Preferred Stock shall be cumulative and shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding common stock with respect to the same quarterly period;
- (d) In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Class A Preferred Stock shall have preference and priority over the outstanding shares of common stock for payment of the amount, if any, to which shares of each outstanding class of preferred stock may be entitled in accordance with the terms and rights thereof and each holder of Class A Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of common stock;
- (e) The holders of Class A Preferred Stock may convert each share of Class A Preferred Stock into one share of Class A Common Stock. In order for a holder of Class A Preferred Stock to voluntarily convert shares of Class A Preferred Stock into shares of Class A Common Stock, such holder shall surrender the certificate or certificates for such shares of Class A Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Class A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Class A Preferred Stock represented by such certificate or certificates and, if applicable, any event on which such conversion is contingent. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Class A Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such certificates (or lost certificate affidavit and agreement) and notice shall be the time of conversion (the "Conversion Time"), and the shares of Class A Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time, (i) issue and deliver to such holder of Class A Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Class A Common Stock issuable upon such conversion in accordance with

the provisions hereof and a certificate for the number (if any) of the shares of Class A Preferred Stock represented by the surrendered certificate that were not converted into Class A Common Stock and (ii) pay all declared but unpaid dividends on the shares of Class A Preferred Stock converted:

(f) The Corporation shall at all times when the Class A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Class A Preferred Stock, such number of its duly authorized shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Class A Preferred Stock;

(g) All shares of Class A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Class A Common Stock in exchange therefor and to receive payment of any dividends declared but unpaid thereon. Any shares of Class A Preferred Stock so converted shall be retired and cancelled and may not be reissued, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Class A Preferred Stock accordingly; and

(h) No holder of Class A Preferred Stock shall have any preemptive right to subscribe to or acquire (i) unissued or treasury shares of the Corporation of any class, (ii) securities of the Corporation convertible into or carrying a right to acquire or subscribe to shares of any class or (iii) any other obligations, warrants, rights to subscribe to shares or other securities of the Corporation of any class, in each case whether now or hereafter authorized.

4. The shares of Class B Preferred Stock ("**Class B Preferred Stock**") shall have the following rights and characteristics:

(a) Each share of Class B Preferred Stock shall have no right to vote;

(b) Dividends on the Class B Preferred Stock shall be \$3 per share, per annum;

(c) Dividends on the Class B Preferred Stock shall be cumulative and shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding common stock with respect to the same quarterly period;

(d) In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Class B Preferred Stock shall have preference and priority over the outstanding shares of common stock for payment of the amount, if any, to which shares of each outstanding class of preferred stock may be entitled in accordance with the terms and rights thereof and each holder of Class B Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient

for the payment in full set aside, before any such payments shall be made to the holders of common stock; and

(c) No holder of Class B Preferred Stock shall have any preemptive right to subscribe to or acquire (i) unissued or treasury shares of the Corporation of any class, (ii) securities of the Corporation convertible into or carrying a right to acquire or subscribe to shares of any class or (iii) any other obligations, warrants, rights to subscribe to shares or other securities of the Corporation of any class, in each case whether now or hereafter authorized.

#### **ARTICLE V – CURRENT REGISTERED AGENT**

The name and address for the current registered agent of this corporation is:

Ingalls Associates, PA  
3495 5<sup>th</sup> Avenue N  
St. Petersburg, Florida 33713

#### **ARTICLE VI – OFFICERS AND DIRECTORS**

The name, title, and address for the officers and directors of this corporation are:

Nigel Parker, Director & CEO  
3495 5<sup>th</sup> Avenue N  
St. Petersburg, Florida 33713

Franz Olivier, Director  
3495 5<sup>th</sup> Avenue N  
St. Petersburg, Florida 33713

Nevin Weaver, Director & Board Chair  
3495 5<sup>th</sup> Avenue N  
St. Petersburg, Florida 33713

Steve Benjamin, Director  
3495 5<sup>th</sup> Avenue N  
St. Petersburg, Florida 33713

Mike Varga, Director  
3495 5<sup>th</sup> Avenue N  
St. Petersburg, Florida 33713

Robert Brunetti, Director  
3495 5<sup>th</sup> Avenue N  
St. Petersburg, Florida 33713

Alfred (Patrick) John, Director  
3495 5<sup>th</sup> Avenue N  
St. Petersburg, Florida 33713

[CERTIFICATION ON FOLLOWING PAGE]

**CERTIFICATION**

**I submit this document and affirm that the facts stated herein are true. I am aware that any 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.**

Further, I hereby certify that these Restated Articles of Incorporation were adopted by the shareholders and the directors at a properly noticed and held meeting on the 26<sup>th</sup> day of August, 2024. The number of votes cast for the amendment(s) by the shareholders and directors was/were sufficient for approval.

*Nigel Parker*

\_\_\_\_\_  
Signature

Nigel Parker

\_\_\_\_\_  
Printed Name

President, CEO

\_\_\_\_\_  
Title