

From: William Lazenby
9/18/2019

Fax: 17273626131

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
DQC INTERNATIONAL CORP.**

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SEP 19 2019

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DQC INTERNATIONAL CORP.**

2018 SEP 18 AM 10:16
DQC INTERNATIONAL CORP.
CLEARWATER, FL 33765

DQC International Corp., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act of the State of Florida (the "FBCA"),

DOES HEREBY CERTIFY:

- 1. That the name of this corporation is DQC International Corp., and that this corporation was originally incorporated pursuant to the FBCA on December 18, 2012.
- 2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its shareholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

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

ARTICLE I

Name and Mailing Address

The name of this corporation shall be:

DQC International Corp.

The address of the principal office and the mailing address of this corporation is:

**1310 N. Hercules Avenue, Suite B
Clearwater, FL 33765**

ARTICLE II

Existence of Corporation

This corporation shall begin existence on December 18, 2012 and shall have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE IV

Powers

This corporation shall have all such powers as may be necessary or desirable to carry out the business of the corporation, including, but not limited to, all those powers enumerated by §607.0302, Florida Statutes (2018), as may be amended from time-to-time.

ARTICLE V

Capital Stock

(a) This corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by this corporation shall be 100,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for this corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in this corporation.

ARTICLE VI

Registered Office and Registered Agent

The street address of this corporation's registered office is:

**1310 N. Hercules Avenue, Suite B
Clearwater, FL 33765**

and the name of this corporation's registered agent at such address is:

James Coble

This corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (2018), as may be amended from time to time.

ARTICLE VII

Board of Directors

The number of directors constituting the Board of Directors of this corporation shall be determined in accordance with the Bylaws of this corporation and without amendment to these Amended and Restated Articles of Incorporation.

ARTICLE VIII

Incorporators

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
James Coble	1310 N. Hercules Avenue, Suite B Clearwater, FL 33765

ARTICLE IX

Indemnification

This corporation shall indemnify any officer or director, or former officer or director, to the fullest extent permitted by Section 607.0850, Florida States (2018), as may be amended from time to time.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this corporation on September 18, 2019.

By: 

Name: James Coble

Title: President

[Signature page to Amended and Restated Articles of Incorporation of DQC International Corp.]