

12/4/2020

Division of Corporations

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BOXY CHARM, INC.**

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DEC 4 2020

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOXY CHARM, INC.**

(Pursuant to Chapter 607, Florida Business Corporation Act)

Boxy Charm, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "Act") does hereby certify:

1. That the name of the corporation is Boxy Charm, Inc. and the corporation was originally incorporated pursuant to the Act on May 6, 2013.
2. That the board of directors of the corporation duly adopted resolutions proposing to amend and restate the Articles of Incorporation of the corporation, declaring said amendment and restatement advisable and in the best interests of the corporation and its stockholders.
3. That the amendment and restatement of the Articles of Incorporation of the corporation was approved by the holders of the requisite number of shares of this corporation in accordance with Section 607.1003 of the Act.
4. The Articles of Incorporation of the corporation are amended and restated to read as follows:

FIRST: The name of the corporation is Boxy Charm, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Florida is 5364 NW 167th St., in the City of Miami Gardens, County of Miami-Dade.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Act.

FOURTH: Effective upon the filing of these Amended and Restated Articles of Incorporation, all shares of the Corporation's common stock, \$0.01 par value per share (the "Pre-Split Common Stock"), and all shares of the Corporation's preferred stock, \$0.01 par value per share (the "Pre-Split Preferred Stock"), shall automatically and without any action on the part of the holder thereof be collectively converted (the "Reverse Split") into 1,000 shares of the Corporation's common stock (the "Post-Split Common Stock"). The par value of the Corporation's common stock following the reverse split shall remain \$0.01 per share. Each holder of a certificate or certificates of Pre-Split Common Stock or Pre-Split Preferred Stock shall be entitled to receive, upon surrender of such certificates to the Corporation for cancellation, a new certificate for such holder's Post-Split Common Stock. After giving effect to the Reverse Split, the Corporation

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shall be authorized to issue 1,000 common shares, par value \$0.01 per share (the "Common Stock").

FIFTH: Subject to any additional vote required by these Articles of Incorporation or the bylaws, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend, and rescind any or all of the bylaws of the Corporation.

SIXTH: The Corporation shall, to the maximum extent and in the manner permitted by the Act, indemnify each of its directors and officers against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Article Sixth, a "director" or "officer" of the Corporation includes any person (i) who is or was a director or officer of the Corporation, (ii) who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a Corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

SEVENTH: The Corporation shall have the power, to the extent and in the manner permitted by the Act, to indemnify each of its employees and agents (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Article Seventh, an "employee" or "agent" of the Corporation (other than a director or officer) includes any person (i) who is or was an employee or agent of the Corporation, (ii) who is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

EIGHTH: The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of any director of the Corporation who is not an employee of the Corporation or any of its Subsidiaries.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these articles. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Marcelo Camberos

By: Marcelo Camberos
By: Marcelo Camberos (Doc. 2, 2/23/15, 17 P.S.F.)

Name: Marcelo Camberos

Title: Chief Executive Officer

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.

Marcelo Camberos
Marcelo Camberos (Doc. 2, 2/23/15, 17 P.S.F.)

Marcelo Camberos

Chief Executive Officer