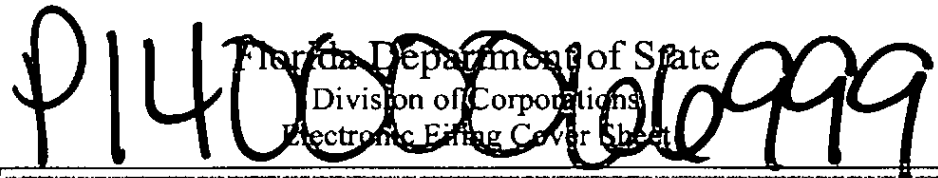


Division of Corporations

Page 1 of 2



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ALTAS INC**

Certificate of Status	0
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August 17, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ALTA5 INC
78 SW 7TH STREET, 5TH FLOOR
MIAMI, FL 33130

SUBJECT: ALTA5 INC
REF: P14000066999

***PLEASE PROVIDE THE
ORIGINAL SUBMISSION
DATE OF 8/16/2021***

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 date of adoption of each amendment must be included in the document.

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.

Diane Cushing
Senior Section Administrator

FAX Aud. #: H21000308170
Letter Number: 621A00019684

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED RESTATED ARTICLES OF INCORPORATION
OF
ALTA5 INC.**

**(Pursuant to Sections 607.0602, 607.1003, 607.1006,
and 607.1007 of the Florida Business Corporation Act)**

Alta5 Inc. a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA"),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is **Alta5 Inc.**, and that this corporation was originally incorporated pursuant to the FBCA on August 11, 2014 under the name ALTA5 INC.

SECOND: 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 stockholders, 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:

THIRD: At a Special Shareholders' Meeting that was held on June 16, 2021 the Shareholders 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 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 Restated Articles of Incorporation of this corporation be amended and restated in its entirety as follows:

ARTICLE I: NAME

The name of this corporation is **Alta5 Parent Inc.**

ARTICLE II: PRINCIPAL OFFICE

The address of the principal office of this corporation in the State of Florida is 78 SW 7th Street, 5th Floor, Miami, FL 33130. The name of its registered agent at such address is Will Gendron.

ARTICLE III: PURPOSE

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 FBCA.

ARTICLE IV: CAPITAL STOCK

A. Authorization of Stock. This corporation is authorized to issue 35,000,000 shares of capital stock with a par value of \$0.00001.

ARTICLE V: NUMBER OF DIRECTORS

The number of directors of this corporation shall be determined in the manner set forth in the Bylaws of this corporation.

ARTICLE VI: ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

ARTICLE VII: LIABILITY OF DIRECTORS

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the FBCA is amended after approval by the stockholders of this Article VII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended.

Any amendment, repeal or modification of the foregoing provisions of this Article VII by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such amendment, repeal or modification.

ARTICLE VIII: RESERVATION OF RIGHTS

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

ARTICLE IX: INDEMNIFICATION

To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of this corporation (and any other persons to which FBCA permits this corporation to provide indemnification) through Bylaw provisions, agreements with such persons, vote of

stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the FBCA.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, employee, agent or other person existing at the time of, or increase the liability of any such person with respect to any acts or omissions of such person occurring prior to, such amendment, repeal or modification.

ARTICLE X: EXCLUDED OPPORTUNITY

This corporation renounces any interest or expectancy of this corporation in, or in being offered an opportunity to participate in, or in being informed about, an 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, (i) any director of this corporation who is not an employee of this corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or any affiliate, partner, member, director, stockholder, employee, agent or other related person of any such holder, other than someone who is an employee of this corporation or any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of this corporation.

* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with the FBCA.

FOURTH: That said Amended and Restated Articles of Incorporation, which restates and integrates and further amends the provisions of this corporation's Articles of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the FBCA.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on this 12th day of October, 2021.

DocuSigned by:

Kirk Du Plessis

8004323622

Kirk Du Plessis, Chief Executive Officer

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TALLAHASSEE, FLORIDA