

P140000 81226

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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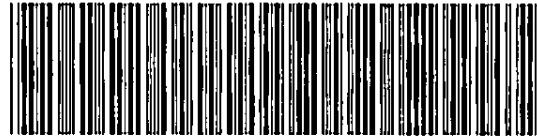
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mariana Tek Corporation

DOCUMENT NUMBER: P14000081226

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Debrah Herman
Name of Contact Person
Anzu Partners LLC
Firm/ Company
12610 Race Track Road, Suite 250
Address
Tampa, Florida 33626
City/ State and Zip Code

debrah@anzupartners.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Debrah Herman at (813) 917-7733
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
MARIANA TEK CORPORATION**

Mariana Tek Corporation, a corporation organized and existing under and by virtue of the provisions of the Business Corporation Act of the State of Florida (the "Business Corporation Act").


DOES HEREBY CERTIFY:

1. That the name of this corporation is Mariana Tek Corporation and that this corporation was originally incorporated under the name Canary Analytics, Inc., pursuant to the Business Corporation Act on October 2, 2014.

2. That this Third Amended and Restated Certificate of Incorporation was duly adopted in accordance with the Business Corporation Act, and has been duly approved by the written consent of the stockholders of the Corporation in accordance with the Business Corporation Act.

3. That the text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on February 12, 2019.

By: 
Name: Stacey Seldin
Title: Chief Executive Officer and President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

FIRST: The name of this corporation is Mariana Tek Corporation (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Florida is 1571 Oceanview Drive, Tierra Verde, FL 33715. The name of its registered agent at such address is David Seldin.

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 Business Corporation Act.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 15,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock") and (ii) 8,000,000 shares of Preferred Stock, divided into two separate series ("Preferred Stock"). The first Series of Preferred Stock shall be designated the "Series Seed 1 Preferred Stock" and shall consist of 800,000 shares with a par value of \$0.0001 per share and the second Series of Preferred Stock shall be designated the "Series Seed 2 Preferred Stock" and shall consist of 7,200,000 shares with a par value of \$0.0001 per share. "Series Seed Preferred Stock" shall refer collectively to the Series Seed 1 Preferred Stock and Series Seed 2 Preferred Stock.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, and with all shares of capital stock voting together as a single class.

B. PREFERRED STOCK

The Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "sections" or "subsections" in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth.

1. Dividends.

The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless approved by the vote of the holders of a majority of the then outstanding shares of Preferred Stock and the holders of the Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common