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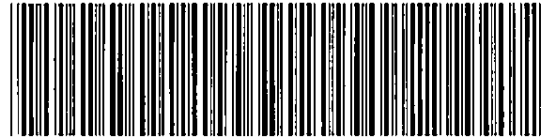
(Business Entity Name)

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2025 MAR 21 AM 8:17
SECTION OF COURT
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FM
5-19-25

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
2025 MAR 21 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FL 32314

SUBJECT: MADISON SPORTS & ENTERTAINMENT GROUP, INC.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: MICHAEL F. MANION

Name (Printed or typed)

2823 CADE COURT

Address

THE VILLAGES, FL 32163

City, State & Zip

321 229 - 5444

Daytime Telephone number

mfmanion@gmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**RESTATED ARTICLES OF INCORPORATION
OF
MADISON SPORTS & ENTERTAINMENT GROUP, INC.**

The text of the Restated Articles is as follows:

ARTICLE I: NAME

The name of the corporation is
Madison Sports & Entertainment Group, Inc.

ARTICLE II: PRINCIPAL OFFICE

The street address of the principal office is
2823 Cade Court
The Villages, FL 32163
The mailing address of the corporation is the same.

ARTICLE III: PURPOSE

The purpose for which this corporation is organized is to allow this corporation to engage and transact in any or all lawful activities of business permitted under the laws of the United States and the State of Florida or any other state, country or nation.

ARTICLE IV: SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100,000,000 (one hundred million) shares of common stock par value \$0.001. Each common share shall entitle the holder thereof to one vote. No holder of the common shares shall be entitled to preemptive rights or any right of cumulative voting.

On March 13, 2025 this amendment was duly adopted by the incorporator, board of directors and the majority interest of common shareholders which was sufficient action for approval.

The Chief Executive Officer along with the approval of the Board of Directors shall have the right and authority to amend Article IV and put forth different classes of stock, with rights and limitations of each such class.

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TALLAHASSEE, FLORIDA

ARTICLE V: INITIAL OFFICERS and DIRECTORS

Name and Title: Michael F. Manion,
Chief Executive Officer and Chairman

ARTICLE VI: DIRECTOR and OFFICER INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law against any and all liabilities, expenses, and other amounts incurred in connection with any proceeding to which they may be made a party thereof, or in which they may become involved, by reason of being or having been a director or officer of the corporation. Indemnification shall continue as to the fullest extent authorized by law against all expense, liability and loss.

ARTICLE VII: REGISTERED AGENT

Name: Michael F. Manion
Address: 2823 Cade Court The Villages, FL 32163

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

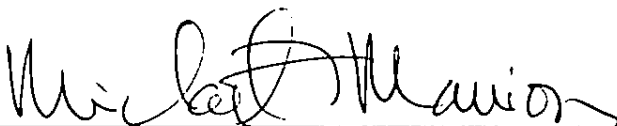


Required Signature/Registered Agent Date

ARTICLE IX: ARTICLE CONSOLIDATION

The undersigned incorporator for Madison Sports & Entertainment Group Inc. hereby affirms these amendments and restated articles consolidate all corporate articles and amendments into this single document in its entirety in compliance with Chapter 607 Florida Statutes and Florida law.

The undersigned incorporator has executed these Restated Articles of Incorporation on March 17, 2025



Michael F. Manion, CEO and Chairman

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2025 MAR 21 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FL 32399