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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
METAMATERIALS INCORPORATED**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
METAMATERIALS INCORPORATED**

The undersigned, Thelson V. Richardson, being the President of Metamaterials Incorporated, a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Corporation was incorporated as "Metamaterials Incorporated" on April 18, 2016, the date on which the Articles of Incorporation were filed with the Secretary of State of the State of Florida under Document Number P16000034928.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I - NAME**

The name of the Corporation is Metamaterials Incorporated

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

61 NE 93 St  
Miami, FL 33138.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Million (100,000,000) shares of Class A common stock, no par value ("Common Shares").

Except as otherwise provided by law, each Common Share shall be entitled to one (1) vote in any matter submitted to a vote of shareholders of the Corporation. The holders of Common Shares shall be entitled to receive such dividends and distributions as may from time to time be declared by the Board of Directors, including, upon liquidation, dissolution or winding up of the affairs of the Corporation, the net assets of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation. The Board of Directors is expressly authorized to designate the rights, qualifications, limitations and restrictions thereof of

a class of shares, insofar as they are not inconsistent with the provision of these Amended and Restated Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

#### **ARTICLE V – REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is:

61 NE 93 St  
Miami, Florida 33138;

and the name and address of the registered agent of the Corporation are:

Richard V. Thelson  
61 NE 93 St  
Miami, Florida 33138.

#### **ARTICLE VI – COMMENCEMENT**

The Corporation commenced on April 18, 2016, the date on which the Articles of Incorporation were filed with the Secretary of State of the State of Florida under Document Number P16000034928.

#### **ARTICLE VII – INCORPORATOR**

The name and address of the incorporator of the Corporation were:

Richard V. Thelson  
61 NE 93 St  
Miami, Florida 33138.

#### **ARTICLE VIII – DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Thelson V. Richardson	61 NE 93rd St Miami, Florida 33138
Felipe J. Mentor	61 NE 93rd St Miami, Florida 33138

Albert Aicvoll

61 NE 93rd St  
Miami, Florida 33138.

**ARTICLE IX - BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE XI - INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

This amendment and restatement of the Articles of Incorporation has been duly and unanimously authorized and directed by Joint Unanimous Written Consent of Directors and Shareholders of the Corporation dated as of April 11, 2017. This amendment and restatement of the Articles of Incorporation supersedes the original Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the undersigned in his capacity as aforesated as of the 11th day of April, 2017 on behalf of the Corporation.

/s/ Thelson V. Richardson  
Thelson V. Richardson, President