

P16000083431

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(Business Entity Name)

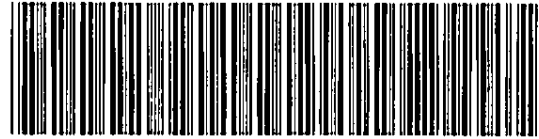
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SECRETARY OF STATE
TALLAHASSEE, FL 32310

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WARAO TECHNOLOGIES INC.

DOCUMENT NUMBER: PI6000083431

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

Please return all correspondence concerning this matter to the following:

ANTONIO REGOJO
Name of Contact Person
REGOJO LAW, PA
Firm/ Company
12550 BISCAYNE BLVD STE 110
Address
MIAMI, FL 33181
City/ State and Zip Code
AREGOJO@REGOJOLAW.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ANTONIO REGOJO at (305) 814-8299
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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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STATE of FLORIDA
ARTICLES of AMENDMENT TO THE ARTICLES OF INCORPORATION of
WARAO TECHNOLOGIES INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. 607.1006, Florida For Profit Corporation **WARAO TECHNOLOGIES INC.**, Florida Doc. No. **P16000083431**, hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of this Corporation is **WARAO TECHNOLOGIES INC.**
2. The text of the amended Articles is as follows:

ARTICLE IV
SHARES

The total number of Shares which the Corporation shall have authority to issue is 20,000,000 with a par value of \$0.01 per Share, subject to the terms and restrictions set forth below:

A. The total number of shares which the Corporation shall have authority to issue is 20,000,000 shares of \$0.01 par value common stock (the "Common Stock").

B. Subject to limitations set forth in the Shareholders' Agreement, the following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of the Common Stock of the Corporation.

*I. **Voting.** The holders of Common Stock are entitled to one vote for each share of Common Stock held at all meetings of Shareholders (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 a Super Majority of the Shareholders (The Term "Super Majority" is defined in the Shareholder Agreement). Common Stock shall further be eligible to vote on the election of the Board of Directors.*

*II. **Dividends.** The holders of Common Stock shall receive a dividend as declared by the Board of Directors in its sole and absolute discretion and as approved by the Super Majority of the Corporation's Shareholders, in equal per share proportion for each share of stock held by such holder. The Board shall declare dividends on a quarterly basis commencing 6 months from the date of operations.*

3. The amendment set forth above was adopted effective as of September 20th, 2021.
4. Shareholder action was required for adoption of the amendment and written consent therefor and written consent therefor was given in accordance with Fla. Stat. 607.0704.

5. The Amendment was approved by the Shareholders of the Corporation. The number of votes cast for the amendment by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment were executed this 20th day of September, 2021.

WARAO TECHNOLOGIES INC.

A handwritten signature in black ink, appearing to be 'GB', written in a cursive style.

By: _____
Name: German Banegas
Title: President