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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 084867 98373A

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE : October 6, 2021

ORDER TIME : 9:57 AM

ORDER NO. : 084867-005

CUSTOMER NO: 98373A

DOMESTIC AMENDMENT FILING

NAME: PAYALL PAYMENT SYSTEMS, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT# 61592

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PAYALL PAYMENT SYSTEMS, INC.**

Gary Palmer and David Finn hereby certify that:

1. They are the duly elected and acting President and Secretary of Payall Payment Systems, Inc., a Florida corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read as follows:

I

The name of the corporation is Payall Payment Systems, Inc. (the "*Corporation*" or the "*Company*").

II

The address of the registered office of the Corporation in the State of Florida is:

Seiler, Sautter, Zaden, Rimes & Wahlbrink, PLLC
2850 North Andrews Avenue
Fort Lauderdale, Florida 33311

The name of the Corporation's registered agent at said address is: C. Christian Sautter, Esq.

III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

IV

A. The Corporation is authorized to issue two classes of stock to be designated, respectively, "*Common Stock*" and "*Preferred Stock*." The par value of the Common Stock shall be one cent (\$.01) per share. The par value of the Common Stock shall be deemed retroactive to and effective as of May 1, 2017. The par value of the Preferred Stock shall be one cent (\$.01) per share. The par value of the Preferred Stock shall be deemed retroactive to and effective as of May 1, 2017. The total number of shares which the Corporation is authorized to issue is Four Million One Hundred Ninety-One Thousand Five Hundred (4,191,500) shares. Two Million Seven Hundred Thirty-Four Thousand Two Hundred Fifty (2,734,250) shares of which shall be Common Stock (the "*Common Stock*") and One Million Four Hundred Fifty-Seven Thousand Two Hundred Fifty (1,457,250) shares of which shall be Preferred Stock (the "*Preferred Stock*"). Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein. As more particularly described in the following paragraphs, all shares of the Corporation's Preferred Stock, more particularly all shares of the Corporation's "*Series A Preferred*" stock, previously authorized and issued by the Corporation are hereby redesignated "*Series Seed Preferred Stock*."

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The Corporation reserved the right to amend, alter, change or repeal any provision contained in the Corporation's Amended and Restated Articles of Incorporation filed February 9, 2018, in the office of the Florida Secretary of State (the "**2018 Amended Articles**"). Accordingly, and pursuant to the duly-required standards of approval by the directors and stockholders of the Corporation as described in Article IX of these Amended and Restated Articles of Incorporation, all shares of the Corporation's "Series A Preferred Stock" previously authorized and issued under the terms and conditions of the 2018 Amended Articles, are hereby redesignated as "Series Seed Preferred Stock" and any and all terms, rights, powers and preferences, and the qualifications and limitations with respect thereto originally granted to the "Series A Preferred Stock" in the 2018 Amended Articles is hereafter amended and restated as described in these Amended and Restated Articles of Incorporation. All previously-authorized and issued "Series A Preferred Stock" is hereby deemed and shall refer to the "Series Seed Preferred Stock" described in these Amended and Restated Articles of Incorporation.

In addition to redesignation of the former Series A Preferred Stock to Series Seed Preferred Stock, the amendments to the terms, rights, powers and preferences, and the qualifications and limitations to the former Series A Preferred Stock, now known as Series Seed Preferred Stock, described in these Amended and Restated Articles of Incorporation shall be deemed retroactive the Original Issue Date of the Series A Preferred Stock. The designation "Series A Preferred Stock" is hereby reserved by the Corporation for a future series of preferred stock which the Corporation may authorize and issue in future at terms and conditions as the Corporation may elect at such time.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation (voting together on an as-if-converted basis).

C. One Million Four Hundred Fifty-Seven Thousand Two Hundred Fifty (1,457,250) shares of the authorized shares of Preferred Stock are hereby designated Series Seed Convertible Preferred Stock (the "**Series Seed Preferred Stock**"). The "**Original Issue Price**" of the Series Seed Preferred shall be one dollar and thirty-seven cents (\$1.37) per share.

D. The rights, preferences, privileges, restrictions and other matters relating to the Series Seed Preferred are as follows:

1. Dividend Rights.

(a) Holders of Series Seed Preferred in preference to the holders of Common Stock or any other stock of the Company ("**Junior Stock**"), shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate to be determined in good faith by the Board of Directors from time to time for each outstanding share of Series Seed Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). Such dividends shall be payable only when, as and if declared by the Board of Directors and shall be non-cumulative from the Series Seed Preferred Original Issue Date (as defined in Section 4(e) below).

(b) So long as any shares of Series Seed Preferred shall be outstanding, no dividend, whether in cash or property, shall be paid or declared, nor shall any other distribution be made, on any Junior Stock, nor shall any shares of any Junior Stock of the Company be purchased, redeemed, or otherwise acquired for value by the Company (except for acquisitions of Common Stock by the Company pursuant to agreements which permit the Company to repurchase such shares upon termination of services to the Company or in exercise of the Company's right of first refusal upon a proposed transfer) until all dividends (set forth in Section 1(a) above) on the Series Seed Preferred shall have been paid or declared and set apart. In the event dividends are paid on any share of Common Stock, the holders of the Series Seed Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share

of Series Seed Preferred Stock in an amount at least equal to, that dividend per share of Series Seed Preferred as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series Seed Preferred, in each case calculated on the record date for determination of holders entitled to receive such dividend. The provisions of this Section 1(b) shall not, however, apply to (i) dividends on shares of Common Stock payable in shares of Common Stock, (ii) the acquisition of shares of any Junior Stock in exchange for shares of any other Junior Stock that is unanimously approved by the Company's Board of Directors, or (iii) any repurchase of any outstanding securities of the Company that is unanimously approved by the Company's Board of Directors.

2. Voting Rights.

Intentionally deleted.

3. Liquidation Rights.

(a) Upon any liquidation, dissolution, or winding up or Deemed Liquidation Event of the Company (as defined in Article (IV)(D)(3)(c), whether voluntary or involuntary before any distribution or payment shall be made to the holders of any Junior Stock, the holders of Series Seed Preferred shall be entitled to be paid out of the assets of the Company an amount per share equal to the Original Issue Price of the Series Seed Preferred plus all declared and unpaid dividends on such shares of Series Seed Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to the Series Seed Preferred), the amount payable pursuant to this sentence is hereinafter referred to as the "*Series Seed Liquidation Payment*." If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event (as defined below), the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series Seed Preferred Stock the full amount to which they shall be entitled under this Subsection 3(a), the holders of shares of Series Seed Preferred shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of the Series Seed Liquidation Amount, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

(c) The following events shall be considered a "*Deemed Liquidation Event*":

(i) a merger or consolidation in which the Corporation is a constituent party or a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(ii) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation

of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger, consolidation or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

4. Conversion Rights. The holders of the Series Seed Preferred shall have the following rights with respect to the conversion of the Series Seed Preferred into shares of Common Stock (the "**Conversion Rights**");

(a) Optional Conversion. Subject to and in compliance with the provisions of this Section 4, any shares of Series Seed Preferred may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series Seed Preferred shall be entitled upon conversion shall be the product obtained by multiplying the "Series Seed Conversion Rate" then in effect (determined as provided in Section 4(b)) by the number of shares of Series Seed Preferred being converted.

(b) Series Seed Preferred Conversion Rate. The conversion rate in effect at any time for conversion of the Series Seed Preferred (the "**Series Seed Conversion Rate**") shall be the quotient obtained by dividing the Original Issue Price of the Series Seed Preferred by the "Series Seed Preferred Conversion Price," calculated as provided in Section 4(c).

(c) Conversion Price. The conversion price for the Series Seed Preferred shall initially be the Original Issue Price of the Series Seed Preferred (the "**Series Seed Conversion Price**"). Such initial Series Seed Conversion Price shall be adjusted from time to time in accordance with this Section 4. All references to the Series Seed Conversion Price herein shall mean the Series Seed Conversion Price as so adjusted.

(d) Mechanics of Conversion. Each holder of Series Seed Preferred who desires to convert the same into shares of Common Stock pursuant to this Section 4 shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or any transfer agent for the Series Seed Preferred, and shall give written notice to the Company at such office that such holder elects to convert the same. Such notice shall state the number of shares of Series Seed Preferred being converted. Thereupon, the Company shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay in cash any declared and unpaid dividends on the shares of Series Seed Preferred being converted. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Series Seed Preferred to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

(e) Adjustment for Stock Splits and Combinations. If the Company shall at any time or from time to time after the date that the first share of Series Seed Preferred is issued (the "**Series Seed Preferred Original Issue Date**") effect a subdivision of the outstanding Common Stock, the Series Seed Conversion Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if the Company shall at any time or from time to time after the Series Seed Preferred Original Issue Date combine the outstanding shares of Common Stock into a smaller number of shares, the Series Seed Conversion Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section 4(e) shall become effective at the close of business on the date the subdivision or combination becomes effective.

(f) Adjustment for Common Stock Dividends and Distributions. If the Company at any time or from time to time after the Series Seed Preferred Original Issue Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other

distribution payable in additional shares of Common Stock, in each such event, the Series Seed Conversion Price that is then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Series Seed Conversion Price then in effect by a fraction (1) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (2) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date; and, thereafter, the Series Seed Conversion Price shall be adjusted pursuant to this Section 4(f) to reflect the actual payment of such dividend or distribution.

(g) Adjustment for Other Dividends and Distributions. If the Company at any time or from time to time after the Series Seed Preferred Original Issue Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Company other than shares of Common Stock, in each such event provision shall be made so that the holders of the Series Seed Preferred shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable upon such conversion, the amount of other securities of the Company which they would have received had their Series Seed Preferred been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 4 with respect to the rights of the holders of the Series Seed Preferred or with respect to such other securities by their terms.

(h) Adjustment for Reclassification, Exchange and Substitution. If at any time or from time to time after the Series Seed Preferred Original Issue Date, the Common Stock issuable upon the conversion of the Series Seed Preferred is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a Deemed Liquidation Event or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 4), in any such event each holder of Series Seed Preferred shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other charge by holders of the maximum number of shares of Common Stock into which such shares of Series Seed Preferred could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(i) Reorganizations, Mergers, Consolidations or Sales of Assets. If at any time or from time to time after the Series Seed Preferred Original Issue Date, there is a capital reorganization of the Common Stock (other than a Deemed Liquidation Event or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 4), as a part of such capital reorganization, provision shall be made so that the holders of the Series Seed Preferred shall thereafter be entitled to receive upon conversion of the Series Seed Preferred the number of shares of stock or other securities or property of the Company to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of Series Seed Preferred after the capital reorganization to the end that the provisions of this Section 4 (including adjustment of the Series Seed Conversion Price then in effect and the number of shares issuable upon conversion of the Series Seed Preferred) shall be applicable after that event and be as nearly equivalent as practicable.

(j) Adjustments to Series Seed Conversion Price for Diluting Issues. In the event the Corporation shall at any time after the Series Seed Original Issue Date issue Equity Securities (as defined below), without consideration or for a consideration per share less than the applicable Series Seed Conversion Price in effect immediately prior to such issue, then the Series Seed Conversion Price shall be reduced, concurrently with such issue, to the consideration per share received by the Corporation for such issue or deemed issue of such Equity Securities; provided that if such issuance or deemed issuance was without consideration, then the Corporation shall be deemed to have received an aggregate of \$.01 of consideration for all such Equity Securities issued or deemed to be issued.

(k) Certificate of Adjustment. In each case of an adjustment or readjustment of the Series Seed Conversion Price for the number of shares of Common Stock or other securities issuable upon conversion of the Series Seed Preferred, if the Series Seed Preferred is then convertible pursuant to this Section 4, the Company, at its expense, shall compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of Series Seed Preferred at the holder's address as shown in the Company's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (1) the Series Seed Conversion Price at the time in effect and (2) the type and amount, if any, of other property which at the time would be received upon conversion of the Series Seed Preferred.

(l) Notices of Record Date. Upon (i) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Deemed Liquidation Event or other capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, any merger or consolidation of the Company with or into any other corporation, or voluntary or involuntary dissolution, liquidation or winding up of the Company, the Company shall mail to each holder of Series Seed Preferred at least twenty (20) days prior to the record date specified therein a notice specifying (1) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (2) the date on which any such Deemed Liquidation, reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (3) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such Deemed Liquidation Event, reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.

(m) Automatic Conversion.

(i) Each share of Series Seed Preferred shall automatically be converted into shares of Common Stock, based on the then-effective Series Seed Conversion Price, (A) at any time upon the affirmative election of the holders of at least a majority of the outstanding shares of the Series Seed Preferred, voting as a single class, or (B) immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company in which the gross cash proceeds to the Company (before underwriting discounts, commissions and fees) are at least \$75,000,000.00 (a "Threshold Public Offering"). Upon such automatic conversion, any declared and unpaid dividends shall be paid in accordance with the provisions of Section 4(f).

(ii) Upon the occurrence of the event specified in subparagraph (i) above, the outstanding shares of Series Seed Preferred shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent; provided, however, that the Company shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion

unless the certificates evidencing such shares of Series Seed Preferred are either delivered to the Company or its transfer agent as provided below, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Series Seed Preferred, the holders of Series Seed Preferred shall surrender the certificates representing such shares at the office of the Company or any transfer agent for the Series Seed Preferred. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of Series Seed Preferred surrendered were convertible on the date on which such automatic conversion occurred, and the Company shall promptly pay any declared and unpaid dividends in accordance with the provisions of Section 4(f).

(n) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Series Seed Preferred. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series Seed Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional shares, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board) on the date of conversion.

(o) Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series Seed Preferred, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series Seed Preferred. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series Seed Preferred, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(p) Notices. Any notice required by the provisions of this Section 4 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed email or facsimile if sent during normal business hours of the recipient, if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight carrier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Company.

(q) Payment of Taxes. The Company will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series Seed Preferred, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series Seed Preferred so converted were registered.

5. No Dilution or Impairment. The Company shall not amend its Amended and Restated Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Series Seed Preferred against dilution or other impairment.

6. No Reissuance of Series Seed Preferred. No share or shares of Series Seed Preferred acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued.

7. Preemptive Rights. Stockholders shall have no preemptive rights except as granted herein or by the Company pursuant to written agreements.

V

1. Board Representation.

(a) **Series Seed Preferred.** For so long as at least One Hundred Seventy-Seven Thousand Five Hundred Twenty-Two (177,522) shares, as adjusted for stock splits and combinations, of Series Seed Preferred remain outstanding the holders of the Series Seed Preferred shall have the right, voting exclusively and as a separate class, to elect one (1) director to the Board of Directors of the Company (the "Series Seed Director"). It is the intent of this section that the Series Seed Preferred shall have the right to elect one (1) of the six (6) members of the board of directors and the Corporation shall insure that the total number of board members be adjusted as required from time to time to accommodate this intent. A majority of the outstanding Series Seed Preferred shares shall constitute a quorum for purposes of voting under this Section. If a quorum is present, either in person or by proxy, the majority of the shares represented at any such meeting shall be the act of the Series Seed Preferred shareholders. Any director elected as provided in this section may be removed without cause by, and only by, the affirmative vote of the holders of the shares of Series Seed Preferred, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. If the holders of shares of Series Seed Preferred fail to elect a director to fill the directorship for which they are entitled to elect a director, voting exclusively and as a separate class, pursuant to this Section, then any directorship not so filled shall remain vacant until such time as the holders of the Series Seed Preferred elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class.

(b) **Common and Preferred.** The balance of five (5) vacant seats remaining on the Board of Directors after the votes of the Series Seed Preferred described in Section 1(a) above shall be filled by the vote of the Common Stock and Preferred Stock voting together and not as separate classes as provided by the Bylaws of the Company. Provided, however, that any such vote shall be expressly subject to prior Company agreements allocating seats on the Company's Board of Directors.

VI

1. Subsequent Offerings.

Intentionally deleted.

VIII

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

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A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

IX

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

These Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

These Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act by the stockholders of the Corporation on September 28, 2021. The total number of outstanding shares entitled to vote or act by written consent was 534,000 shares of Common Stock and 1,457,250 shares of Series Seed Preferred Stock. A majority of the outstanding shares of Common Stock and Series Seed Preferred Stock approved these Amended and Restated Articles of Incorporation by written consent on September 28, 2021, in accordance with Section 607.1003 of the Florida Business Corporation Act and written notice of such was given by the Corporation in accordance with said Section 607.1003 of the Florida Business Corporation Act.

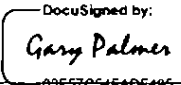
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SECRETARY'S OFFICE
TALLAHASSEE, FL

IN WITNESS WHEREOF, PAYALL PAYMENT SYSTEMS, INC., has caused these Amended and Restated Articles of Incorporation to be signed by the President and the Secretary in Fort Lauderdale, Florida, this 28 day of September, 2021.

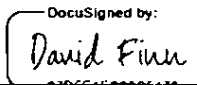
PAYALL PAYMENT SYSTEMS, INC.,

a Florida corporation

By:  DocuSigned by:
83F57C54FADF495

Gary Palmer

President

By:  DocuSigned by:
27D5E1FC70C5478

David Finn

Secretary

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SECRETARY
TALLAHASSEE, FL