

P17000042557

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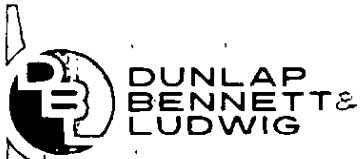
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TALLAHASSEE, FLORIDA
JUL 02 2018
S. YOUNG



8300 Boone Boulevard, Suite 550
Vienna, Virginia 22182
Phone: (703) 994-4635
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ahiggins@dbllawyers.com

June 27, 2018

VIA FIRST CLASS MAIL TO:

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

Re: Amended and Restated Articles of Incorporation

Dear Amendment Section:

Name of Corporation: CAVEONIX INC.
Document Number: PI7000042557

The enclosed Amended and Restated Articles of Incorporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Andrew Higgins
Dunlap Bennett & Ludwig PLLC
8300 Boone Blvd, STE 550
Vienna, VA 22182
ahiggins@dbllawyers.com

For further information concerning this matter, please call:

Andrew Higgins at 703-994-4635

Enclosed is a check for the following amount made payable to the Florida Department of State:
\$35

Very truly yours,

DUNLAP BENNETT & LUDWIG, PLLC

/s/ Andrew Higgins

AMH/amh
Enclosure

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAVEONIX INC.**

(Pursuant to Sections 607.1003 and 607.1007 of the Florida Statutes)

Pursuant to Sections 607. 1003 and 607. 1007 of the Florida Statutes and all other applicable provisions of the Florida Business Corporation Act (the "**Florida Business Corporation Act**"), the undersigned, being the President of CAVEONIX INC., a Florida corporation (the "**Corporation**"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 10, 2017, Document No. P 17000042557 (the "**Original Articles**"). The Amended and Restated Articles of Incorporation were filed with the Secretary of State of Florida on September 25, 2017.

SECOND: The Board of Directors unanimously recommended and approved these Amended and Restated Articles of Incorporation to the stockholders of this Corporation, declaring the same to be advisable and in the best interests of this Corporation and its stockholders.

THIRD: These Amended and Restated Articles of Incorporation supersede the Original Articles and all amendments to them including the amendment filed September 25, 2017.

FOURTH: To effect the foregoing, the text of the Original Articles are hereby restated and amended as herein set forth in full:

Article I

The name of the corporation is CAVEONIX INC. (the "**Corporation**").

Article II

The address of the principal office of the Corporation is:

1390 S Ocean Blvd.
Apt I SF
Pompano Beach FL US 33062

The mailing address of the Corporation is:

1390 S Ocean Blvd.
Apt I SF
Pompano Beach FL US 33062

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TALLAHASSEE, FLORIDA

Article III

The purpose for which this Corporation is organized is all lawful business for which corporations may be organized under the Florida Business Corporation Act.

Article IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 12,000,000 shares of Common Stock, \$.01 par value per share ("**Common Stock**") and (ii) 4,500,000 shares of Preferred Stock, \$.01 par value per share ("**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).

B. PREFERRED STOCK

4,500,000 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "**Series A Preferred Stock**" with 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 IV.

1. Dividends.

The Corporation shall not declare, pay or set aside any dividends on shares of the Common Stock unless the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to the dividend declared or paid on the Common Stock.

2. Liquidation, Dissolution or Winding, Up; Certain Mergers, Consolidations and Asset Sales; Right to Convert.

2.1 Preferential Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the holders of shares of Series A Preferred Stock then outstanding

shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the Series A Original Issue Price, plus any dividends declared but unpaid thereon. The "**Series A Original Issue Price**" shall mean \$1.00 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock. If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this Subsection 2.1, the holders of shares of Series A Preferred Stock 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.

2.2 Distribution of Remaining Assets. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock under Subsection 2.1, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the shares of Series A Preferred Stock and Common Stock, pro rata based on the number of shares held by each such holder, treating for this purpose all shares of Series A Preferred Stock as if they had been converted to shares of Common Stock pursuant to the terms of the Articles of Incorporation immediately prior to such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event.

2.3 Deemed Liquidation Events. Each of the following events shall be considered a "Deemed Liquidation Event":

(a) a merger or consolidation in which (i) the Corporation is a constituent party; or (ii) 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

(b) 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.

2.4 Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into one (1) fully paid and non-assessable share of Common Stock.

3. Voting. The holders of the Series A Preferred Stock are entitled to one (1) vote for each share of Series A Preferred Stock held at all meetings of stockholders (and written actions in lieu of meetings). Holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class, on an as-converted basis.

Article V

The name and Florida street address of the registered agent is:
Kaustubh Phaltankar
1390 S Ocean Blvd.
Apt. 1 5F
Pompano Beach, FL 33062

Article VI

The name and address of the incorporator is:
Roy R. Morris
8300 Boone Blvd.
Suite 550
Vienna, VA 22182

Article VII

The number of directors of the Corporation constituting the board of directors of the Corporation shall be determined in the manner set forth in the bylaws of the Corporation.

Article VIII

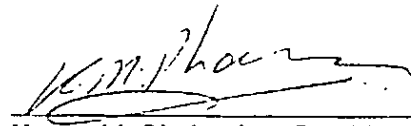
The duration of the Corporation shall be perpetual.

FIFTH: These Amended and Restated Articles of Incorporation contain amendments to the Original Articles which require stockholder approval.

SIXTH: These Amended and Restated Articles of Incorporation were recommended and approved by the board of directors of the Corporation and adopted by the stockholders on June 1st, 2018 in accordance with the Florida Business Corporation Act. The number of votes cast by the stockholders for adopting these Amended and Restated Articles of Incorporation was sufficient for approval.

[Signature Page Follows]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 1st day of June, 2018.

A handwritten signature in black ink, appearing to read 'K. Phaltankar', is written over a horizontal line.

Kaustubh Phaltankar, President