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PANORMOS CAPITAL GROUP, INC.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PANORMOS CAPITAL GROUP, INC.
[Florida Document Number: P17000049563]

Pursuant to the provisions of Section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

This amendment is submitted to amend the following:

☒ Amending Other Information:

(Be specific, attach additional sheets if necessary. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment)

The authorized stock is amended to be as follows:

1. Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$0.01	Class A Voting Common
99,000	\$0.01	Class B Non-Voting Common

The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

2. Voting Rights. The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

3. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

4. The shares will be converted as provided in the corporate resolution.

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Adoption of Amendment(s):

The Amendment(s) was/were adopted by:

- ☒ the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.
- ☐ the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*
- "The number of votes cast for the amendment(s) was sufficient for approval by _____."*
- (voting group)
- ☐ the board of directors without shareholder action and shareholder action was not required.
- ☐ the incorporators without shareholder action and shareholder action was not required.

The date of adoption for each amendment, if other than the date this document was signed, is:
January 1, 2023.

Effective date if different than the date of filing: January 1, 2023

(Cannot be prior to date of filing or, if delayed, more than 90 days after amendment file date)

Dated: December 27, 2022.

Thomas Ruggie
(Signature)

Thomas H. Ruggie
(Typed or printed name of person signing)

President
(Title of person signing)

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