

P19000003286

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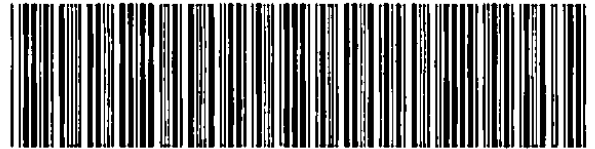
(Business Entity Name)

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COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MAGIC MIX USA CORP.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: MARIA GENTILE LAW P.A.
Name (Printed or typed)
1680 MICHIGAN AVE STE 700
Address
MIAMI BEACH FL 33139
City, State & Zip
3057772281
Daytime Telephone number
INCORP.ADM.MG@GMAIL.COM
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
MAGIC MIX USA CORP.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Magic Mix USA Corp. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 08, 2019, Document No. P19000003286.

SECOND: All of the amendments and these restated articles of incorporation were adopted unanimously by all of the directors and all of the holders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on September 25, 2020. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: To effect the foregoing, the text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation.

**Article 1
NAME**

The name of this corporation is: MAGIC MIX USA CORP.

**Article 2
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**Article 3
DURATION**

The term of existence of the Corporation is perpetual.

**Article 4
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1680 Michigan Avenue, Suite 700, Miami Beach, Florida 33139

Article 5
REGISTERED OFFICE AND AGENT

The street address of the corporation's registered office is 1680 Michigan Avenue, Suite 700 Miami Beach, Florida 33139. The name of the corporation's registered agent at that office is REG AGENT MIAMI LLC, a Florida limited liability company.

Article 6
CAPITAL STOCK

6.01 Authorized Capital.

The total number of shares which this corporation is authorized to issue is 2,000,000, consisting of three classes of shares to be designated, respectively, "*Class A Common Stock*," "*Class B Common Stock*" (collectively the Class A Common Stock and the Class B Common Stock are referred to herein as the "*Common Stock*") and "*Preferred Stock*." The total number of shares of Class A Common Stock that this corporation shall have authority to issue is 1,000,000 shares, each with a par value of \$0.0001. The total number of shares of Class B Common Stock that this corporation shall have authority to issue is 500,000 shares, each with a par value of \$0.01. The total number of shares of Preferred Stock that this corporation shall have authority to issue is 500,000 shares, each with a par value of \$0.01.

6.02 Common Stock

The preferences, limitations, voting powers and relative rights of the Class A Common Stock and the Class B Common Stock (subject to the preferences and rights of the Preferred Stock pursuant to Section 6.03 of these Articles) are as follows:

(a) Voting Rights.

(i) All holders of Class A Common Stock shall be entitled to have unlimited voting rights on all shares and shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote;

(ii) Class B Common Stock shall carry no right to vote for the election of the Directors of the Corporation and no right to vote on any matters presented to the shareholders for their vote or approval.

(b) Dividends and Distributions. Subject to the preferences applicable to the Preferred Stock, if any, outstanding at any time, shares of Class A Common Stock and Class B Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any Distribution as may be declared by the Board of Directors from time to time with respect to the Common Stock. All holders of shares of Common Stock, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation after distribution has been completed to any preferred shareholder.

(c) Redemption. The holders of a majority of the shares of Class A Common Stock, may elect, by written notice to the Corporation (the "Redemption Notice") to require that the Corporation redeem all or any number of the shares of Class A Common Stock (the "Redemption Shares") owned by each such holder (and/or any assignee of such holder) (each, an "Electing Holder") in accordance with this Section 6.02(c) (a "Mandatory Redemption"). The aggregate purchase price (the "Redemption Price") for the Redemption Shares shall be \$0.0001 per Redemption Share. The Corporation shall redeem the Redemption Shares within one hundred and eighty (180) days after receipt of the Redemption Notice (the "Redemption Date") by paying the Redemption Price to the applicable Electing Holder(s) in immediately available funds to an account or accounts designated by such Electing Holder against delivery of the share certificates representing the Class A Common Stock to be redeemed (duly endorsed for transfer).

6.03 Preferred Stock

The preferences, limitations, voting powers and relative rights of the Preferred Stock are as follows:

(a) No Voting Rights. The Preferred Stock shall carry no right to vote for the election of the Directors of the Corporation and no right to vote on any matters presented to the shareholders for their vote or approval.

(b) Dividends and Distributions.

(i) The holders of the preferred shares shall be entitled to a preference of dividends as declared by the Directors of the Corporation from time to time, payable identically and ratably, in proportion to the aggregate number of shares of Preferred Stock owned by each such holder, until the Original Issue Price has been reimbursed in full to each holder of Preferred Stock. No dividends shall be paid to, or set apart for payment to, common shareholders unless preferred shares shall first have been paid as provided by this Section 6.03(b), or declared and set apart for payment of dividends as may have been declared by the Directors of the Corporation; and,

(ii) Upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation ("Dissolution"), each holder of the Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation available for distribution to its shareholders, prior and in preference to any distribution or other payment out of the assets of the Corporation to the holders of the Common Stock (the "Liquidation Preference"), a cash payment equal to the Original Issue Price then remaining to be reimbursed to such shareholders. If, upon such liquidation, dissolution or winding up of the Corporation, the assets and funds available for distribution among the holders of the Preferred Stock are insufficient to permit the payment to such holders of their full liquidation preference, then the entire amount of the assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the aggregate shares of Preferred Stock owned by each such holder. After payment to the holders of the Preferred Stock of the Liquidation Preference set forth above, the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall

be distributed ratably, on a pari passu basis, to the holders of the Common Stock and Preferred Stock in proportion to the number of shares of stock held by each holder.

(iii) Unless the holders of a majority of the then-outstanding shares of Class A Common Stock shall elect otherwise, (i) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring company or its subsidiary (other than a transaction effected solely to reincorporate the Corporation in another jurisdiction) and pursuant to which the holders of the outstanding voting securities of the Corporation immediately prior to such consolidation, merger or other transaction fail to hold equity securities representing a majority of the voting power of the Corporation or surviving entity immediately following such consolidation, merger or other transaction or (ii) the sale, transfer, assignment, conveyance, exchange or other disposition of all or substantially all of the assets (which shall be deemed to mean in excess of fifty percent (50%) of the value of such assets) of the Corporation, shall not be treated as a liquidation, dissolution or winding up of the Corporation and shall not entitle the holders of Preferred Stock to receive at the closing of such transaction in cash, securities or other property the Liquidation Preference as specified above.

(c) Automatic Conversion. Each share of Preferred Stock shall automatically, without any further action, convert into one fully paid and nonassessable share of Class B Common Stock upon reimbursement in full of the Original Issue Price to its holder.

(d) Reservation of Stock. This corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class B Common Stock, solely for the purpose of effecting the conversion of the shares of Preferred Stock, such number of its shares of Class B Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock into shares of Class B Common Stock.

6.04 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

6.05 The Board of Directors of the Corporation is authorized, without shareholder approval, by restated Articles of Incorporation, to classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

6.06 Definitions.

(a) *"Distribution"* means (i) any dividend or distribution of cash, property or shares of this corporation's capital stock; and (ii) any distribution following or in connection with any liquidation, dissolution or winding up of this corporation, either voluntary or involuntary.

(b) "*Original Issue Price*" means the aggregate purchase price paid by the shareholder for the purchase of all of the shares of Preferred Stock held from time to time by such shareholder.

Article 7 RIGHT OF FIRST REFUSAL

7.01 Subject to the exceptions described in Section 7.02, no shareholder shall sell, assign, pledge, or in any other manner transfer any of the shares of stock of the corporation or any right or interest therein, whether voluntarily or by operation of law, or by gift or otherwise ("Disposition"), unless the shares of stock have been first offered to the remaining shareholder(s) and the corporation. Any Disposition contrary to the provisions of this Section 7.01 shall be void. If a shareholder receives from anyone a bona fide offer acceptable to the shareholder to purchase any of his shares of stock, then the shareholder shall first give written notice thereof to the each remaining shareholders of the corporation other than the selling shareholder ("ROFR Notice"). Said ROFR Notice shall describe fully the proposed transfer, including the number of shares proposed to be transferred, the proposed transfer price, the proposed terms of payment, the name and address of the proposed transferee and proof satisfactory to the corporation that the proposed sale or transfer will not violate any applicable federal or state securities laws. The ROFR Notice shall be mailed via certified mail to the address of the corporation. The Secretary of the corporation shall promptly forward copy of the selling shareholder's notice to each remaining shareholder other than the selling shareholder (the "Secretary's Notice"). Each of the other shareholders shall have the option to purchase that proportion of the shares available for purchase as the number of shares owned by each of said other shareholders bears to the total issued and outstanding shares of the corporation, excepting those shares owned by the selling shareholder. A shareholder electing to exercise such option shall, within fifteen (15) calendar days after receipt of the Secretary's Notice, give notice to the corporation specifying (a) the number of shares such shareholder will purchase and (b) how many additional shares such shareholder will purchase if additional shares are made available. Failure to respond in writing within said fifteen-day period to the Secretary's Notice shall be deemed a rejection of such shareholder's right to acquire a proportionate part of the shares of the selling shareholder. In the event one or more shareholders do not elect to acquire the shares available to them, said shares shall be allocated on a pro rata basis to the shareholders who requested shares in addition to their pro rata allotment. In the event the other shareholders do not elect to acquire all of the shares specified in the selling shareholder's notice, the corporation shall then have ten (10) days to exercise its right to repurchase the shares which were not acquired by the other shareholders, at the same terms and conditions offered to the proposed transferee. In the event the shareholders, other than the selling shareholder, or the corporation elect to acquire any of the shares of the selling shareholder as specified in ROFR Notice, the Secretary of the corporation shall so notify the selling shareholder and settlement thereof shall be made in cash within one hundred twenty (120) calendar days after the date of receipt by the corporation of the ROFR Notice; provided that, if the terms of payment set forth in the ROFR Notice were other than cash against delivery, the corporation and/or its other shareholders shall have the right to pay for said shares the corresponding cash value. In the event the other shareholders and the corporation do not elect to acquire all of the shares specified in ROFR Notice, said selling shareholder may, within the one hundred twenty (120) calendar days period following the date of receipt by the corporation of the ROFR Notice, sell the shares specified in the ROFR Notice which were not acquired by the other shareholders to the proposed transferee,

provided that said sale shall not be on terms and conditions more favorable to the purchaser than those contained in the bona fide offer set forth in the ROFR Notice. All shares so sold by said selling shareholder shall continue to be subject to the provisions of the bylaws of the corporation in the same manner as before said transfer.

7.02 The right of first refusal under Section 7.01 shall not apply to any Disposition of Class A Common Stock.

Article 8 AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Article 9 CONTROL SHARE ACQUISITION

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Article 10 INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

Article 11 EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 12 AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Article 13
SAVINGS CLAUSE

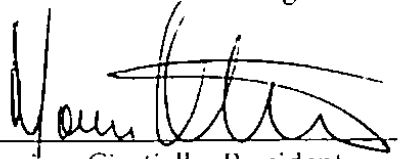
If any provision of these Articles is declared by a court of competent jurisdiction to be invalid, unenforceable or contrary to applicable law, the remainder of these Articles shall be enforceable in accordance with its terms.

Article 14
ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document;

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2nd day of October, 2020.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Massimo Cicatiello, President

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Magic Mix USA Corp., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this
October 2nd, 2020.

REG AGENT MIAMI LLC,
a Florida limited liability company

Signature _____

Print Name: Claudio Novabaci

Title: Manager