

P19000013624

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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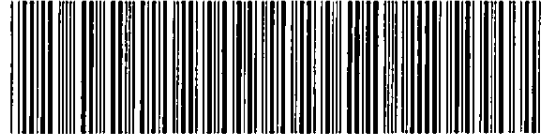
(Business Entity Name)

(Document Number)

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Amended &
Restated
Articles

FILED
2024 AUG -8 AM 10:41
CLERK OF DISTRICT
CLERK OF DISTRICT
TALLAHASSEE, FLORIDA

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2024 AUG -8 PM 4:01
CLERK OF DISTRICT
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TALLAHASSEE, FLORIDA

AUG 9 2024

A RAMSEY



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088
If there are any issues
please contact Patrice at
850-202-9071

Date: 08/08/2024

Name: Patrice Rush

Reference #: 2463829

Entity Name: DIGITAL HOLDINGS USA, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

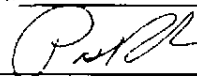
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY

Authorized Amount: \$43.75

Signature: 

① CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

② EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES.
REGISTRY #3010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

③ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIGITAL HOLDINGS USA, INC.
(A Florida Corporation)**

FILED
2024 AUG -8 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.0202, 607.0704, 607.0821, 607.1003, 607.1006, and 607.1007 of the
Florida Business Corporation Act)

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Second Amended and Restated Articles of Incorporation.

1. The name of the corporation is Digital Holdings USA, Inc. (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was February 8, 2019, as amended and restated on October 19, 2021 (the "A&R Articles"). The document number assigned to the Corporation by the Florida Department of States is No.: P19000013624.

2. The Second Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Board of Directors and recommended to the sole Shareholder of the Corporation on August 8, 2024 and the sole Shareholder of the Corporation adopted and approved the Second Amended and Restated Articles of Incorporation which was sufficient for approval in accordance with Sections 607.0704, 607.0821, 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

The A&R Articles are hereby amended and restated in their entirety as follows:

ARTICLE I
Name of Corporation

The name of the Corporation is Digital Holdings USA, Inc.

ARTICLE II
Address of Corporation

The principal place of business and mailing address of the Corporation is:

800 Waterford Way
Suite 300
Miami, FL 33126

ARTICLE III
Purpose

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

ARTICLE IV

Duration

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Capital Stock

This Corporation shall have the authority to issue a total of One Thousand and One (1,001) shares of Common Stock in two classes as follows: (i) One Thousand (1,000) shares of Class A Common Stock having no par value (the "Class A Common Stock"), and (ii) One (1) share of Class B Common Stock having no par value (the "Class B Common Stock", and together with Class A Common Stock, the "Common Stock"). Each Class B Common Stock shall have a redemption value of Ten Thousand Dollars (\$10,000.00). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE VI

Registered Agent and Office Address

The street address of the Corporation's registered office is 1201 Hays Street, Tallahassee, Florida 32301. The name of the Corporation's registered agent at that office is Corporation Service Company.

ARTICLE V

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by applicable law.

IN WITNESS WHEREOF, the undersigned duly authorized representative of the Corporation executed these Second Amended and Restated Articles of Incorporation this 8th day of August, 2024.

By: _____

Signed by:

Mauricio Giusti

32520114B4AF492

Mauricio Antonio Giusti de Oliveira
Chief Executive Officer