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2024-07-09 15:43:10 EDT

Holland & Knight, LLP

From: Esmi.Diazdon@hklaw.com

7/9/24, 3:40 PM

P19000050970

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SM & JH HOLDINGS, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SM & JH HOLDINGS, INC.**

Pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned adopts the following Amended and Restated Articles of Incorporation (the "*Amended and Restated Articles of Incorporation*") of **SM & JH HOLDINGS, INC.**, a corporation duly organized and existing under the laws of the State of Florida as filed on June 20, 2019 and assigned document number P19000050970, and confirms that such Amended and Restated Articles of Incorporation was duly adopted by unanimous written consent of the shareholders on June 20, 2024. The number of votes cast for the amendment by the shareholder was sufficient for approval. These Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the Corporation's original Articles of Incorporation in their entirety:

ARTICLE I. NAME

The name of the Corporation is SM & JH HOLDINGS, INC. (the "*Corporation*").

ARTICLE II. ADDRESS

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

111 NE 1st Street, 2nd Floor
Miami, Florida 33132

ARTICLE III. TERM OF EXISTENCE

The Corporation shall exist perpetually unless terminated sooner according to the laws of the State of Florida.

ARTICLE IV. PURPOSE

The purpose of the Corporation is to engage in any lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLES V. AUTHORIZED SHARES

The number of shares the Corporation is authorized to issue is one hundred (100), all of which have \$0.001 par value per share. Four (4) shares of the authorized common stock shall be designated as "Class A Voting Common Stock" and ninety six (96) shares of the authorized common stock shall be designated as "Class B Non-Voting Common Stock." The preferences, limitations and relative rights with respect to the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be the same, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the Shareholders of the Corporation, except when otherwise required by the Florida Business Corporation Act, as amended.

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ARTICLE VI. REGISTERED OFFICE AND AGENT

The Corporation's street address of the registered agent is 111 NE 1st Street, 2nd Floor, Miami, Florida 33132 and the Corporation's registered agent at that address to accept service of process within the state is Sadiq Muhamed.

ARTICLE VII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, any representative, officer, director, employee or agent of the Corporation, or any former representative, officer, director, employee or agent of the Corporation, or any person who, at the request of the Corporation, is or was serving as a representative, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation on 7/9/2024.

DocuSigned by:
SADIQ MUHAMED
Sadiq Muhamed, President

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