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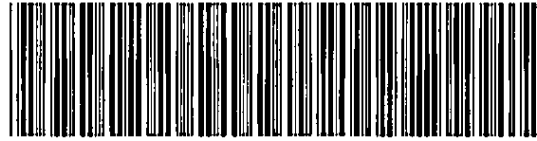
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2019 NOV -6 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 07 2019

K Brumbley

ALEXANDER | ABRAMSON
BUSINESS LAWYERS PLLC

June 27, 2019

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for Golphin USA, Inc.

Dear Sir/Madam:

Enclosed please find: (A) the Articles of Incorporation for Golphin USA, Inc.; and (B) a check in the amount of \$70.00, to cover the filing fees.

Please send notification of all of the filings to me at Alexander Abramson, PLLC, 220 N. Rosalind Ave., Orlando, FL 32801.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,



Kim Tupper
Legal Assistant to
Edward R. Alexander, Jr.

Enclosures (2)

AUTHORIZATION TO RELEASE THE NAME
GOLPHIN U.S.A., LLC

I, Calum McPherson, have no intentions to reopen the dissolved entity, Golphin U.S.A., LLC and
I expressly give the Florida Secretary of State's office the authorization to release the name for
the new corporation, Golphin USA, Inc.

A handwritten signature in black ink, appearing to read 'Calum', followed by a long horizontal flourish.

Calum McPherson, Director

**ARTICLES OF INCORPORATION
OF
GOLPHIN USA, INC.**

FILED
2019 NOV -6 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I. Name

The name of this Corporation shall be:

GOLPHIN USA, INC.

ARTICLE II. Principal Office

The address of the principal office and the mailing address of the Corporation is: 220 N. Rosalind Avenue, Suite 1000, Orlando, FL 32801.

ARTICLE III. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is fifteen million (15,000,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Ten million (10,000,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "**Common Stock**"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. Preferred Stock. Five million (5,000,000) shares of the total number of authorized shares of capital stock shall be designated as preferred stock (the "**Preferred Stock**"). The Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors may establish, from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act (the "**Act**"), except that, notwithstanding any contrary provisions of the Act, the Company may, without the approval of the holders of the then issued and outstanding Preferred Stock, issue all or any portion of the remaining authorized but unissued Preferred Stock (the "**Additional Preferred Stock**") with rights, preferences and privileges that are superior to those of the previously designated and

issued Preferred Stock of the Company, including, without limitation, conversion, voting, liquidation, and dividend preferences, *if, and only if*:

- (A) the purchase price for each share of Additional Preferred Stock is equal to or greater than the purchase price for the most recently issued shares of Preferred Stock, subject to adjustment for splits, combinations, consolidations, recapitalization, and stock dividends or distributions; and
- (B) the gross proceeds from the sale by the Company of all shares of such Additional Preferred Stock before expenses, whether such shares are issued in a single transaction or series of related transactions (e.g., a single offering), is not less than \$1,000,000; and
- (C) no liquidation preference so designated is, on a per share basis, in excess of the actual purchase price for each share of Additional Preferred Stock so issued.

Section 4. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 5. Dividends. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, upon the occurrence of a Liquidation Event the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a pari passu basis according to the number of shares of capital stock of the Corporation held by such holders.

Section 7. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 220 N. Rosalind Ave., Orlando, FL 32801, and the name of the initial registered agent of this Corporation at that address is Stovash, Case & Tingley, P.A., a Florida professional corporation.

ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be one (1).

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Calum McPherson	Unit 4 Kyle Business Park 2 Cunnighame Road Irvin, Ayrshire KA 12 8JJ United Kingdom

Section 6. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Robert Stovash	220 N. Rosalind Avenue Orlando, FL 32801

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

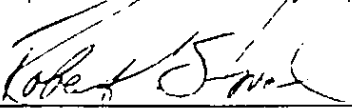
ARTICLE XI. Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may preempt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XII. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as attorney for a member of the Company as of the date set forth below.



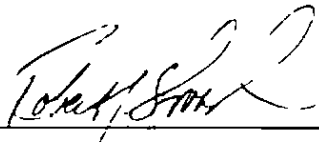
Robert Stovash, Incorporator

Date: June 24, 2019

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial registered agent of GOLPHIN USA, Inc.

Stovash, Case & Tingley, P.A.

By: 
Robert Stovash, President

Date: June 26, 2019