

PA 21000015340

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SDX BRANDS, INC.**

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SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SDX BRANDS, INC.

2022 AUG -2 PM 12: 27

1. The name of the corporation is: SDX Brands, Inc. (the "Corporation").
2. The date the Articles of Incorporation of the Corporation was filed is February 10, 2021. The Corporation was assigned document number P21000015340.
3. The date of filing the Articles of Amendment to Articles of Incorporation of the Corporation was August 10, 2021 (the "First Articles of Amendment").
4. The Corporation hereby amends its Articles of Incorporation, as amended by the First Articles of Amendment, by amending and restating Article IV in its entirety and replacing it with a new Article IV that reads in full as follows:

"ARTICLE IV

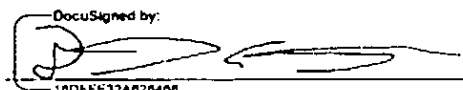
The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having no par value."

5. Except as amended hereby, the Articles of Incorporation, as amended by the First Articles of Amendment, shall remain in full force and effect.

This Second Articles of Amendment to Articles of Incorporation was approved by the Shareholders and Board of Directors of the Corporation on July 27, 2022. The number of votes cast in favor of this Amendment was sufficient for approval.

The undersigned, being the President of the Corporation, hereby submits this Second Articles of Amendment to Articles of Incorporation on behalf of the Corporation.

Dated: August 2, 2022.

DocuSigned by:

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Daniel A. Smith, President