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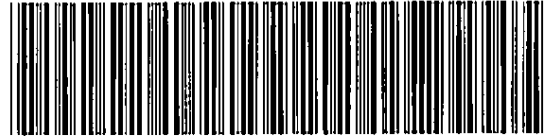
(Business Entity Name)

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 849084 8292332

AUTHORIZATION : 

COST LIMIT : \$ 43.75

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ORDER DATE : June 8, 2021

ORDER TIME : 10:39 AM

ORDER NO. : 849084-005

CUSTOMER NO: 8292332  
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DOMESTIC AMENDMENT FILING

NAME: VERA HEALTH INC.

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF AMENDMENT  
XX\_\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_\_ CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
VERA HEALTH, INC.,  
a Florida corporation**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Vera Health, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated in their entirety as follows:

**ARTICLE I.  
NAME**

The new name of the Corporation is **Vera Health, Inc.**

**ARTICLE II  
RESIDENT AGENT AND REGISTERED OFFICE. PRINCIPAL OFFICE**

2.01 The name and address of the Corporation's resident agent for service of process is Delia Smalter, 19790 W. Dixie Hwy., Suite 302, Aventura, FL 33180.

2.02 The Street and mailing address of the initial principal office of the Corporation is: 19790 W. Dixie Hwy., Suite 302, Aventura, FL 33180.

**ARTICLE III.  
CAPITAL STOCK**

3.01 *Authorized Capital Stock.* The total number of shares of stock this Corporation is authorized to issue shall be sixty million (60,000,000) shares. This stock shall be divided into two classes to be designated as "Common Stock" and "Preferred Stock."

3.02 *Common Stock.* The total number of authorized shares of Common Stock shall be fifty million (50,000,000) shares with par value of \$0.0001 per share.

3.03 *Preferred Stock.* The total number of authorized shares of Preferred Stock shall be ten million (10,000,000) shares with par value of \$0.0001 per share. The board of directors is hereby expressly granted to and vested with an authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, and to state in the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) Whether or not the class or series shall have voting rights, full or limited, the nature and qualifications, limitations and restrictions on those rights, or whether the class or series will be without voting rights;

(b) The number of shares to constitute the class or series and the designation thereof;

(c) The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series;

(d) Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds be established, the amount and the terms and provisions thereof;

(f) The dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of assets of, the Corporation;

(h) Whether or not the shares of any class or series are convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) Such other rights and provisions with respect to any class or series as may to the board of directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The board of directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock. The Certificate of Designation for the Series A Preferred Stock is attached to these Amended and Restated Articles of Incorporation.

#### **ARTICLE IV DIRECTORS**

The number of directors comprising the board of directors shall be fixed and may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation, except that at no time shall there be less than one director.

#### **ARTICLE V PURPOSE AND EXISTENCE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Florida Business Corporation Act ("FBCA"). The Corporation shall exist perpetually unless sooner dissolved according to law.

#### **ARTICLE VI DIRECTORS' AND OFFICERS' LIABILITY**

The individual liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the FBCA, as the same may be amended and supplemented. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

#### **ARTICLE VII INDEMNITY**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the FBCA (currently, Sections 607.0851(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act and the Bylaws of the Corporation, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in his or her official capacity and as to action in another capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareowners or Disinterested Directors or otherwise. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. Except as otherwise required by law, an adjudication of liability shall not affect the right to indemnification for those indemnified. The indemnification provided in this Article shall continue as to a person who has ceased

to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on May 24, 2021.

By: 

Name: Delia Smalter

Title: CEO

**Exhibit A**

**CERTIFICATE OF DESIGNATIONS, PREFERENCES,  
RIGHTS, AND LIMITATIONS  
OF SERIES A PREFERRED STOCK**

- 1.1. DESIGNATION AND NUMBER OF SHARES.** 1,000,000 shares of Series A Preferred Stock, par value \$0.0001 per share are authorized pursuant to Article III of the Corporation's Amended and Restated Articles of Incorporation (the "Series A Preferred Stock").
- 1.2. VOTING RIGHTS.** Each share of Series A Preferred Stock will provide for *pari passu* voting rights with each share of the Corporation's Common Stock. Each share of Series A Preferred Stock will entitle the stockholder thereof with that number of votes equal to fifty (50).
- 1.3. DIVIDENDS.** The holders of the Series A Preferred Stock shall not receive any dividend issued by the Corporation.
- 1.4. LIQUIDATION RIGHTS.** Upon any liquidation or dissolution of the Corporation, the holders of the Series A Preferred Stock shall not hold any economic rights.
- 1.5. CONVERSION.** Series A Preferred Stock is non-convertible.

END

**REGISTERED AGENT'S ACCEPTANCE:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

*Delia Smalter*

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Delia Smalter