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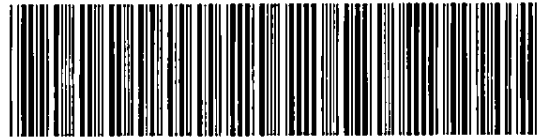
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NAME: MYCABINET, INC

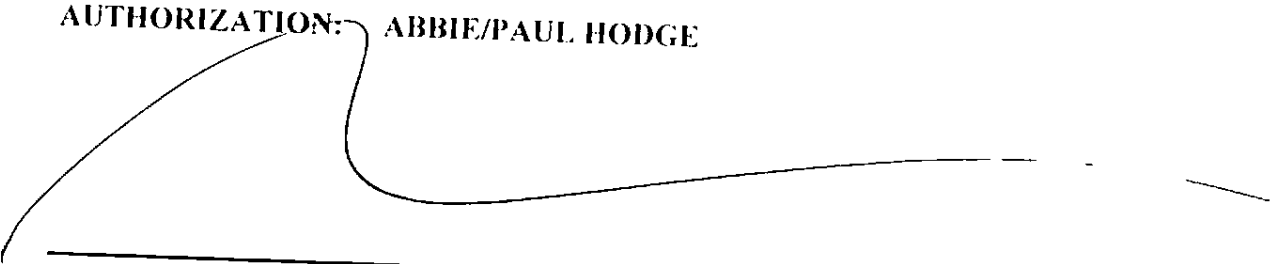
TYPE OF FILING: AMENDED AND RESTATED ARTICLES

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

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, after being duly adopted by the Board of Directors, Shareholder Approval not being required, the Articles of Incorporation of MyCabinet, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated in their entirety as follows:

**ARTICLE I.
NAME**

The name of the Corporation is MyCabinet, 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 one hundred forty million (140,000,000) 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 (100,000,000) shares with par value of \$0.001 per share.

3.03 Preferred Stock. The total number of authorized shares of Preferred Stock shall be ten million (40,000,000) shares with par value of 0.001 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 or 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 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 initial 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 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 20th day of February, 2025

MyCabinet, Inc.

Delia Smalter

Delia Smalter

Sole Director and Chief Executive Officer

REGISTERED AGENT'S ACCEPTANCE:

Having been named a registered agent and to accept service of process for the above stated corporation at the place designated herein, 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

Delia Smalter

Exhibit A (new)

All shares of Preferred Stock as previously designated by the previous Exhibit A have been returned to the Company and cancelled. The following resolution was duly adopted by the Board of Directors (the "Board of Directors") of MyCabinet, Inc. a Florida corporation (the "Corporation"), by a unanimous vote of the Board of Directors in writing designating a new Series A Convertible Preferred Stock as follows:

My CABINET, INC.

DESIGNATION OF CLASS "A" CONVERTIBLE PREFERRED STOCK

The following resolution was duly adopted by the Board of Directors (the "Board of Directors") of MyCabinet, Inc. a Florida corporation (the "Corporation"), by a unanimous vote of the Board of Directors in writing

WHEREAS, the Certificate of Incorporation of the Corporation provides for a class of shares known as the Preferred Stock, issuable from time to time in one or more series; and

WHEREAS, the Board of Directors of the Corporation is authorized, in the Certificate of Incorporation, by resolution or resolutions from time to time adopted, to fix, by resolution or resolutions, the designations, preferences, and relative, participating, optional or other special rights of the shares of each such series, and the qualifications, limitations or restrictions imposed upon each wholly unissued series of the Preferred Stock, including the right to determine the designation of such series, the number of shares to constitute such series and the stated value thereof; and

WHEREAS, the Board of Directors of the Corporation desires to designate a series of the Preferred Stock as "Series A Convertible Preferred" and to designate the number of shares constituting such series and to fix the rights, preferences, qualifications and restrictions of such series.

BE IT RESOLVED, that the Board of Directors of the Corporation hereby designates such new series of the Preferred Stock and the number of shares constituting such series and fixes the rights, preferences, privileges and restrictions relating to such series as follows:

1. Series A Designation and Authorized Amount. Fifteen Million (15,000,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Convertible Preferred Stock" with the rights, preferences, powers, privileges and restrictions, qualifications and limitations set forth below.
2. Liquidation Rights and Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, distributions shall be made to the holders of the Series A Convertible Preferred, other Preferred Stock and Common Stock in respect of such shares in the following order of priority and manner:

- (a) **Holders of Series A Convertible Preferred.** First, to the holders of the Series A Preferred shares who shall be entitled to be paid, on a pro rata basis, out of the assets of the Corporation available for distribution to holders of its capital stock an amount per share equal to the per share price paid to the Corporation for the Series A Convertible Preferred shares. If, upon the occurrence of a liquidation, dissolution or winding up, the assets and funds available for distribution among the holders of the Series A Convertible Preferred shall be insufficient to permit the payment to such holders of their full liquidation preference payments, then the entire assets and funds of the Corporation legally available for distribution to the holders of capital stock shall be distributed ratably among the holders of the Series A Convertible Preferred in the manner described above.
- (b) **Holders of Common Stock.** If assets remain after payment of the full preferential amounts with respect to the Series A Convertible Preferred, then the holders of Common Stock shall be entitled to share ratably in all such remaining assets and surplus funds based on the number of shares of Common Stock held by each such holder. The holders of Series A Convertible Preferred shall be entitled to share on a pro rata basis per share with the holders of the Common Stock..
- (c) **Consolidation or Merger not a Liquidation.** For purposes of this paragraph 2, (i) a consolidation or merger of the Corporation with or into any other corporation, or (ii) any other reorganization of the Corporation (other than a sale or other transfer in a single transaction or a series of related transactions of all or substantially all of the assets of the Corporation) shall not be treated as a liquidation, dissolution and winding up of the Corporation.
- (d) **Distribution of Property.** If the Corporation proposes to distribute assets other than cash in connection with any liquidation, dissolution or winding up of the Corporation, the value of the assets to be distributed to the holders of shares of Preferred Stock shall be determined in good faith by the Board of Directors. Any securities not subject to an investment letter or similar restrictions on free marketability shall be valued as follows:
 - (i) If traded on a national securities exchange or the NASDAQ National Market System ("NASDAQ/NMS"), the value shall be deemed to be the average of the security's closing prices on such exchange or NASDAQ/NMS over the thirty (30) calendar day period ending three (3) days prior to the distribution;
 - (ii) If actively traded over-the-counter (other than NASDAQ/NMS), the value shall be deemed to be the average of the closing bid prices over the thirty (30) calendar day period ending three (3) days prior to the distribution; and
 - (iii) If there is no active public market, the value shall be the fair market value thereof as determined in good faith by the Board of Directors.

The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be adjusted to make an appropriate discount from the market value determined as above in clauses (i), (ii) or (iii) to reflect the fair market value thereof as determined in good faith by the Board of Directors.

3. **Voting Rights.** All voting rights with respect to shares of capital stock of the Corporation shall be vested in the record holders of Common Stock and the Series A Convertible Preferred at the rate of one vote per share. Approval of a majority of shares of Series A Convertible Preferred shall be required to change the rights of the Series A Convertible Preferred shareholders.
4. **Conversion.** The holders of Series A Convertible Preferred shares shall be entitled, upon delivery of notice to the Corporation, to convert the Series A Convertible Preferred shares to shares of the corporation's common stock on a one for one basis.
5. **Notices.** Any notice required by the provisions of this Certificate to be given to the holders of Series A Convertible Preferred or to the Corporation shall be deemed given three days after being deposited in the United States mail, postage prepaid, and addressed to each holder of record at his or her address appearing on the books of the Corporation or to the Corporation, as the case may be, or upon actual receipt when personally delivered or sent by overnight or other courier delivery." Upon written consent, the holder of Class A Convertible Preferred shares and/or the corporation may elect to receive notice by means of electronic mail at the address registered with the Corporation.