

3/31/2021

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
VIRTUAL CONCEPTS HOLDINGS, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VIRTUAL CONCEPTS HOLDINGS, INC.**

This corporation (the "Corporation") filed Articles of Incorporation with the Florida Secretary of State on March 26, 2021 (the "Articles of Incorporation"). No shares have yet been issued. In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Amended and Restated Articles of Incorporation, which amend and restate the Articles of Incorporation of the Corporation in their entirety as follows:

ARTICLE I: NAME

The name of the corporation shall be **Virtual Concepts Holdings, Inc.** (the "**Corporation**").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 4700 Milenia Blvd, Ste 400, Orlando, FL 32839.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is Two Hundred Million (200,000,000), divided into classes and series as follows:

- (a) One Hundred Fifty Million (150,000,000) shares of Series A common stock with no par value; and
- (b) Fifty Million (50,000,000) shares of Series B common stock with no par value.

Upon the commencement of any liquidation, dissolution or winding up of the affairs of the Corporation, each share of Series B common stock shall be entitled to receive in preference to any distribution to the holders of any other class or series of common stock (including Series A common stock) or other securities junior to the Series B common stock the sum of \$0.20 per share of Series B common stock (as adjusted for stock splits, recapitalizations and similar events) (the "Liquidation Preference").

The holders of Class A common stock and the holders of Class B common stock shall vote together as a single voting group on all matters submitted to a vote of this Corporation's shareholders.

Each holder of Class A common stock shall be entitled to one (1) vote for each share of Class A common stock held as of the applicable record date on any matter that is submitted to a vote of the shareholders of this Corporation (including, without limitation, any matter voted on at a shareholders' meeting), and each holder of Class B common stock shall be entitled to ten (10) votes for each share of Class B common stock held as of the applicable record date on any matter that is submitted to a vote of the shareholders of the corporation (including, without limitation, any matter voted on at a shareholders' meeting). Each share of Class B common stock shall automatically, without any further action, be entitled to one (1) vote for each share of Class B common stock (instead of ten (10) votes for such share) upon a Transfer of such share. "Transfer" of a share of Class B common stock shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law.

Except as otherwise expressly provided in these Articles or required by applicable law, shares of Class A common stock and shares of Class B common stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

ARTICLE V: INITIAL DIRECTORS

The initial board of directors of the Corporation shall consist of three (3) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the individuals who will serve on the Corporation's initial board of directors are:

Thomas Avallone, 4700 Millenia Blvd, Ste 400, Orlando, FL 32839.

Jeff Sirolly, 4700 Millenia Blvd, Ste 400, Orlando, FL 32839.

Patricia Giordano, 4700 Millenia Blvd, Ste 400, Orlando, FL 32839.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 301 E. Pine St., Ste 1400, Orlando, FL 32801. The name of the initial registered agent of the Corporation at that office is Michael E. Neukamm.

ARTICLE VII: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Robert S. Bernstein, Esq., Foley & Lardner LLP, One Independent Dr., Suite 1300, Jacksonville, FL 32202.

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ARTICLE IIX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article IIX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX: EFFECTIVE DATE AND TIME

The effective date and time of these Amended and Restated Articles of Incorporation shall be the date and time that these Amended and Restated Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

I submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.


Required Signature/Incorporator7-31-2021
Date

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