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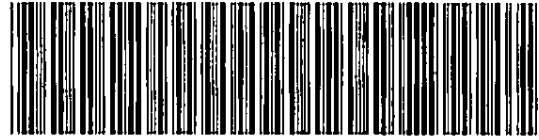
(Business Entity Name)

(Document Number)

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2022 JUN -1 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Department of State  
Amendment Section Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:**

**Zergratran, Inc.**

**COVER LETTER**

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

\$43.75  
Filing Fee  
& Certified Copy

\$52.50  
Filing Fee, Certified Copy & Certificate of Status

Name: Byron Bennett  
Address: 501 East Las Olas Blvd.  
Suite 207  
Ft. Lauderdale, FL 33301

Daytime Telephone number: 646-505-7203  
E-mail address: Byron@zergratran.com

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION -1 PM 4:00  
OF  
ZERGRATRAN, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Zergratran, Inc., a corporation organized and existing under and by virtue of the provisions of the Business Corporation Act of the State of Florida (the "General Corporation Law"),

**DOES HEREBY CERTIFY:**

1. That the name of this corporation is Zergratran, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on March 18, 2021 under the name Zergratran, Inc.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Amended and Restated Articles of Incorporation of this corporation be amended and restated in its entirety to read as follows:

**ARTICLE I:** The name of the Corporation is: Zergratran, Inc.

**ARTICLE II:** The principal place of business address and mailing address is: 501 East Las Olas Blvd., Suite 207, Ft. Lauderdale, FL 33301.

**ARTICLE III:** The address of the Corporation's registered office in the State of Florida is 501 East Las Olas Blvd., Suite 207, Ft. Lauderdale, FL 33301. The name of its registered agent at such address is Byron L. Bennett.

**ARTICLE IV:** The nature of the business or purposes to be conducted or promoted by the Corporation is to sponsor infrastructure and transportation projects in the United States and around the world, and engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE V:** The total number of shares of all classes of stock that the Corporation has authority to issue is 2,150,000 shares of Common Stock, \$0.0001 per share, of which, 1,075,000 are designed as Class A Common Stock ("Class A Common Stock") and 1,075,000 are designated as Class B Common Stock ("Class B Common Stock"). The designations and the powers, privileges and rights, and the qualifications, limitation or restrictions of the Class A Common Stock and Class B Common Stock are identical, other than in respect of voting rights as set forth herein, and for all purposes under this Articles of

Incorporation, the Class A Common Stock and the Class B Common Stock shall together constitute a single class of shares of the capital stock of the Corporation. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote thereon.

Distributions by the Corporation may be made without regard to "preferential dividends arrears amount" or any "preferential rights," as such terms may be used in Section 500 of the California Corporations Code.

1. Voting.

A. Class A Common Stock. Except as otherwise required by law or this Amended and Restated Articles of Incorporation, the holders of the Class A Common Stock shall possess voting power, and each holder of Class A Common Stock shall have five votes in respect of each share held by him, her or it of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation.

B. Class B Common Stock. Except as otherwise required by law or this Amended and Restated Articles of Incorporation, the holders of Class B Common Stock shall possess voting power, and each holder of Class B Common Stock shall have one vote in respect of each share held by him, her or it of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation.

2. Conversion.

A. Automatic Conversion.

1. Each share of Class A Common Stock shall automatically, without any further action, convert into one fully paid and non-assessable share of Class A Common Stock immediately upon the sale of such Class A Common Stock by any holder of such shares (other than a public offering, as covered by subsection 2 below).

2. Each share of Class B Common Stock shall automatically, without any further action, convert into one fully paid and non-assessable share of Class A Common Stock immediately upon the earlier of (i) the closing of the Corporation's sale of its Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended, or (ii) the date specified by vote or written consent representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote thereon.

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B. Mechanics of Conversion.

1. In the event of an automatic conversion of Class B Common Stock into Class A Common Stock, on the date of such automatic conversion, such shares of Class B Common Stock shall be deemed to have been converted into shares of Class A Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to the Class B Common Stock so converted, including the rights, if any, to receive notices and vote (other than as a holder of Class A Common Stock), will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Class A Common Stock into which such shares of Class B Common Stock have been converted. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. As soon as practicable after the surrender of the certificate or certificates for Class B Common Stock, the Corporation shall cause to be issued and delivered to such holder, or on his, her or its written order, a certificate or certificates for the number of full shares of Class A Common Stock issuable on such conversion in accordance with the provisions hereof. All certificates evidencing shares of Class B Common Stock which are required to be surrendered for conversion in accordance with the provisions of this paragraph shall, be deemed to have been retired and cancelled and the shares of Class B Common Stock represented thereby converted into Class A Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date.

2. No fractional shares of Class A Common Stock shall be issued upon conversion of Class B Common Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Class A Common Stock as determined by the Board of Directors. For such purpose, all shares of Class B Common Stock held by each holder of Class B Common Stock shall be aggregated, and any resulting fractional share of Class A Common Stock shall be paid in cash.

C. Reservation of Voting Common Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock solely for the purpose of effecting the conversion of the shares of Class B Common Stock such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock; and if at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Class B Common Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to

increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purpose.

3. Equal Status. Except as expressly provided in this Amended and Restated Articles of Incorporation, Class A Common Stock and the 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 VI:** In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

2. Election of directors need not be by written ballot.

3. The Board of Directors is expressly authorized to adopt, amend, alter or repeal the By-Laws of the Corporation.

**ARTICLE VI:** Except to the extent that the Business Corporation Act of Florida prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Amended and Restated Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE VII:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute and this Amended and Restated Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

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1. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 607.0704 of the General Corporation Law.

2. That this Amended and Restated Articles of Incorporation, which restates and integrates and further amends the provisions of this Corporation's Articles of Incorporation, has been duly adopted in accordance with Sections 607.1006 and 607.1007 of the General Corporation Law.

**IN WITNESS WHEREOF**, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on this 13th day of May, 2022.

DocuSigned by:  
*Byron L Bennett*  
428AD83EBDE5445 ..

NAME: Byron Bennett  
TITLE: Chief Executive Officer

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