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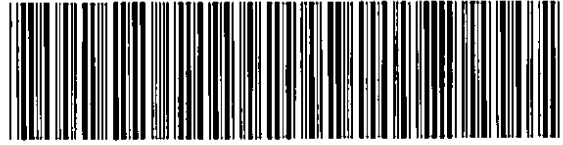
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NAME: G2 REVERSE LOGISTICS INC.

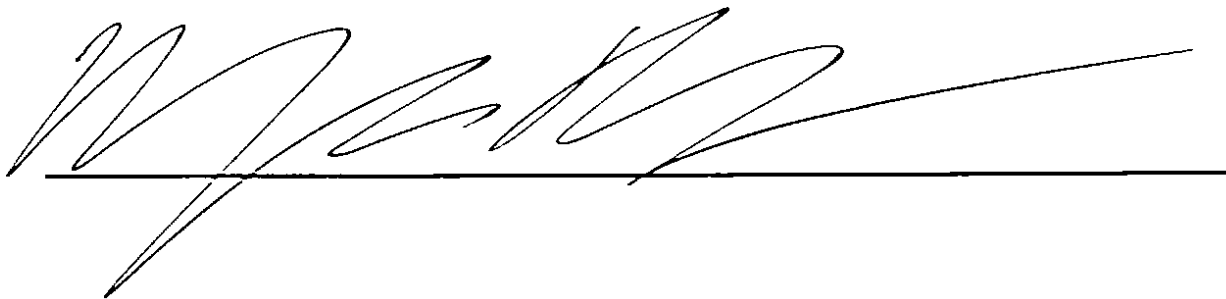
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 21, 2022

FLORIDA FILING & SEARCH SERVICES

SUBJECT: G2 REVERSE LOGISTICS INC.
Ref. Number: P21000057787

2022 Mar 24 PM 2:00

We have received your document for G2 REVERSE LOGISTICS INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 422A00006645

Please keep original file date.

Thank you!

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
G2 REVERSE LOGISTICS INC.**

The name of the corporation is G2 Reverse Logistics Inc. (the "Corporation"). The original Articles of Conversion and Articles of Incorporation of the Corporation were filed in the office of the Department of State of the State of Florida on June 14, 2021, pursuant to the provisions of the Florida Business Corporation Act, as amended (the "FBCA").

Pursuant to the provisions of the FBCA, the Board of Directors of the Corporation by unanimous written consent, and the stockholders of the Corporation, by unanimous written consent, duly adopted, and, duly approved, the Amended and Restated Articles of Incorporation (the "Restated Charter"), which amend, restate and supersede the provisions of the Corporation's Articles of Incorporation, to read herein as set forth in full:

(said unanimous written consent adopted by the stockholders and the Board of Directors on March 1, 2022)

ARTICLE I - NAME

The name of the Corporation is G2 Reverse Logistics Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal street address of the Corporation is 2660 South Ocean Boulevard, Apartment 503W, Palm Beach, FL 33480. The mailing address of the Corporation is 103 Gamma Drive Extension, Suite 120, Pittsburgh, PA 15238.

ARTICLE III - PURPOSE

The purpose of the Corporation is to provide logistic services together with engaging in any lawful acts or activities for which corporations may be organized under the FBCA.

ARTICLE IV - SHARES

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (a) 100,000,000 shares of common stock, par value, \$.0001 per share ("Common Stock"), and (b) 8,500,000 shares of preferred stock, par value, \$.0001 per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The Common Stock shall be divided into two (2) classes: "Class A Voting Common Stock" and "Class B Nonvoting Common Stock" and the rights, preferences and

privileges of the Class A Voting Common Stock and the Class B Nonvoting Common Stock shall be identical in all respects, except that the Class B Nonvoting Common Stock shall not vote on any matter, other than as may be required by applicable law. The dividend and liquidation rights of the holders of the Class A Voting Common Stock and Class B Nonvoting Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Class A Voting Common Stock. The authorized number of shares of Class A Voting Common Stock shall be 50,000,000. The holders of Class A Voting Common Stock are entitled to one (1) vote for each share of Class A Voting Common Stock at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. Class B Nonvoting Common Stock. The authorized number of shares of Class B Nonvoting Common Stock shall be 50,000,000.

B. PREFERRED STOCK

1. Number of Shares of Preferred Stock Authorized. 8,500,000 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "Sections" or "Subsections" in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article IV.

2. Dividends. From and after the date of the issuance of any shares of Series A Preferred Stock, dividends at the rate per annum of 8% of the Series A Original Issue Price (as defined below) shall accrue on such shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock) (the "Accruing Dividends"). Accruing Dividends shall accrue from day to day and compound annually, whether or not declared, and shall be cumulative; provided however, that except as set forth in the following sentence of this Section 2 or in Subsection 3.1 or Section 5, such Accruing Dividends shall be payable only when, as, and if declared by the Board of Directors (the "Board") and the Corporation shall be under no obligation to pay such Accruing Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to the amount of the aggregate Accruing Dividends then accrued on such share of Series A Preferred Stock and not previously paid calculated on the record date for determination of holders entitled to receive such dividend. The "Series A Original Issue Price" shall mean \$1.00 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock.

3. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

3.1. Preferential Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to one times the Series A Original Issue Price, plus any Accruing Dividends accrued but unpaid thereon, whether or not declared, together with any other dividends declared but unpaid thereon. If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this Subsection 3.1, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. After payment of the full amount of the liquidating distribution to which any holder of Series A Preferred Stock is entitled pursuant to this Subsection 3.1, the holder of such share or shares shall not be entitled to any further participation in any distribution of assets of the Corporation.

3.2. Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

3.3. Deemed Liquidation Events.

3.3.1. Definition. Each of the following events shall be considered a "Deemed Liquidation Event" unless the holders of at least 50% or greater of the outstanding shares of Series A Preferred Stock elect otherwise by written notice sent to the Corporation at least 10 days prior to the effective date of any such event:

- (a) a merger or consolidation in which
 - (i) the Corporation is a constituent party or
 - (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting

power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation (provided, that, for the purpose of this Subsection 3.3.1, all shares of Common Stock issuable upon exercise of Options (as defined below) outstanding immediately prior to such merger or consolidation or upon conversion of Convertible Securities (as defined below) outstanding immediately prior to such merger or consolidation shall be deemed to be outstanding immediately prior to such merger or consolidation and, if applicable, converted or exchanged in such merger or consolidation on the same terms as the actual outstanding shares of Common Stock are converted or exchanged); or

(b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole (including, without limitation the sale or exclusive license of substantially all of the Corporation's intellectual property), or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

3.3.2. Effecting a Deemed Liquidation Event. The Corporation shall not have the power to affect a Deemed Liquidation Event referred to in Subsection 3.3.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction ("Merger Agreement") provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 3.1 and 3.2.

3.3.3. Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board.

3.3.4. Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Subsection 3.3.1(a)(i), if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the "Additional Consideration"), the relevant Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (the "Initial Consideration") shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 3.1 and 3.2 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 3.1 and 3.2 after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Subsection 3.3.4, consideration placed into escrow or retained

as holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

4. Voting Rights. Except as may be otherwise provided in this Restated Charter or as required by law, the Series A Preferred Stock shall not vote on any matter concerning the Corporation or to receive notice of or participate in any meeting of the Corporation.

5. Redemption.

5.1. Redemption Right. At any time or times, the holder or holders of the Series A Preferred Shares may at their option elect, pursuant to a Series A Consent, to require the Corporation to redeem (to the extent that funds are legally available therefor) all or any portion of the outstanding Series A Preferred Shares by delivering written notice of such request to the Corporation. Within five (5) days after receipt of any such notice, the Corporation shall give written notice of such request to all holders of Series A Preferred Shares. Within sixty (60) days after receipt of the initial redemption request, the Corporation shall be required to redeem all Series A Preferred Shares with respect to which written redemption requests (including requests made by non-initiating holders pursuant to the immediately preceding sentence) have been made at a price equal to 102% of the Series A Original Issue Price per share, plus all Accruing Dividends, whether or not declared, together with any other dividends declared but unpaid thereon (the "Redemption Price"), in one (1) lump sum. If the Corporation does not have sufficient funds, the Redemption Price shall be paid in three (3) annual installments commencing not more than sixty (60) days after receipt by the Corporation of the holders' written request. The date of each such installment shall be referred to as a "Redemption Date." On each Redemption Date, the Corporation shall redeem, on a pro rata basis in accordance with the number of shares of Series A Preferred Stock owned by each holder, that number of outstanding shares of Series A Preferred Stock determined by dividing (a) the total number of shares of Series A Preferred Stock outstanding immediately prior to such Redemption Date by (b) the number of remaining Redemption Dates (including the Redemption Date to which such calculation applies). If the Corporation does not have sufficient funds legally available to redeem on any Redemption Date all shares of Series A Preferred Stock to be redeemed on such Redemption Date, then the Corporation shall redeem a pro rata portion of each holder's redeemable shares of such capital stock out of funds legally available therefor, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the legally available funds were sufficient to redeem all such shares, and shall redeem the remaining shares to have been redeemed as soon as practicable after the Corporation has funds legally available therefor.

5.2. No Rights After Redemption. No Series A Preferred Share is entitled to any dividends declared after the date on which the Redemption Price (plus any accrued interest) of such Series A Preferred Share is paid to the holder thereof. On such date all rights of the holder of such Series A Preferred Share shall cease, and such Series A Preferred Share shall no longer be deemed to be outstanding.

5.3. Redeemed or Otherwise Acquired Shares. Any Series A Preferred Shares that are redeemed or otherwise acquired by the Corporation shall be considered authorized but unissued shares.


6. Waiver. Any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived on behalf of all holders of Series A Preferred Stock by the prior written consent or affirmative vote of the Majority Series A Holders.

ARTICLE V - REGISTERED AGENT

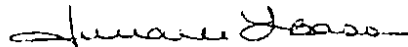
The name and Florida street address of the registered agent is Universal Registered Agents, Inc., 1317 California Street, Tallahassee, FL 32304.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this corporation on this 17th day of March, 2022.

G2 REVERSE LOGISTICS INC.

DocuSigned by:

2BF9420DE9FA4D4...
By: _____
Herbert S. Shear, President

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..



Registered Agent's Signature (REQUIRED)