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10/13/25, 9:52 AM

Page: 2 of 7

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Florida Department of State

Division of Corporations

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FAX AUDIT NO. H25000366014 3

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRECISION SCIENCES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), **PRECISION SCIENCES, INC.**, a Florida corporation (the "Corporation"), does hereby certify as follows:

- (a) The Corporation was incorporated pursuant to the Act effective on September 27, 2021. The original Articles of Incorporation of the Corporation were filed with the office of the Secretary of State of the State of Florida on September 28, 2021, under Document No. P21000084843;
- (b) The Corporation filed Articles of Amendment to the Articles of Incorporation of the Corporation with the office of the Secretary of State of the State of Florida on February 14, 2022.
- (c) The Board of Directors of the Corporation duly adopted resolutions approving these Amended and Restated Articles of Incorporation of the Corporation, declaring these Amended and Restated Articles of Incorporation to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the shareholders therefor;
- (d) The shareholders of the Corporation duly approved these Amended and Restated Articles of Incorporation by written consent in accordance with the provisions of Sections 607.1003 and 607.1007 of the Act; and
- (e) These Amended and Restated Articles of Incorporation restate, integrate and amend the original Articles of Incorporation of the Corporation, as amended, and the text of the Articles of Incorporation, as amended, is hereby amended and restated in its entirety to read in full as follows:

ARTICLE I. NAME

The name of the Corporation is: **PRECISION SCIENCES, INC.**

ARTICLE II. ADDRESS

The principal place of business of the Corporation shall be:

1000 Brickell Avenue

Suite 715 PMB 221

Miami, FL 33131

FAX AUDIT NO. H25000366014 3

The mailing address of the Corporation shall be:

1000 Brickell Avenue

Suite 715 PMB 221

Miami, FL 33131

ARTICLE III. PURPOSE

The Corporation is organized for the purposes of engaging in any and all lawful activity and business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The Corporation is authorized to issue two classes of shares of common stock, designated respectively as "**Common Stock**" and "**Non-Voting Shares**", and collectively as the "**Shares**". The total number of shares of Common Stock which this Corporation is authorized to issue is Ten Million (10,000,000). The total number of shares of Non-Voting Shares which this Corporation is authorized to issue is Ten Million (10,000,000).

The relative rights and limitations in respect of the Corporation's Shares shall be as follows and as further subject to any applicable shareholders' agreement of the shareholders of the Corporation which may exist from time to time:

A. Common Stock.

- (1) **Voting.** The Common Stock shall have the exclusive right to vote for the election of directors and on all other matters in which shareholders are generally entitled to vote. Each Common Stock shall have one vote per share on matters on which holders of Common Stock are entitled to vote.
- (2) **Dividends.**
 - (a) After the Corporation has complied with any requirements for setting aside sums as sinking funds and subject further to subpart (b) of this paragraph, the holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.
 - (b) No dividend will be paid or authorized and set apart for payment on any Common Stock for any period unless the Corporation has paid or authorized and set aside for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Non-Voting Shares.
- (3) **Distributions.** The holders of Common Stock and Non-Voting Shares shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and

FAX AUDIT NO. H25000366014 3

intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Common Stock and Non-Voting Shares held by each, with each share being proportionally equal in relation to the sum total of the two classes of Shares.

- (4) Issuance. Common Stock may be issued from time to time on such terms and for such consideration as shall be determined by the Board of Directors.
- (5) Conversion. Upon the death of a shareholder owning Common Stock or if a shareholder's Common Stock are transferred to a trust for the benefit of a shareholder's descendants or other parties or by operation of law to any party (including but not limited to a shareholder's trustee in bankruptcy, a purchaser at any creditor's or court sale, the guardian or conservator of an incompetent Shareholder or to a Shareholder's spouse pursuant to divorce decree) other than the remaining shareholders owning Common Stock, then all of the Common Stock owned by such shareholder shall immediately convert, on a one-to-one basis, to Non-Voting Shares and such conversion shall be subject to the conversion procedures and conditions set forth in any applicable stockholders' agreement.

B. Non-Voting.

- (1) Same Rights as Common Stock. Except with respect to voting rights, conversion rights, pre-emptive rights, and as otherwise specifically provided in these Amended and Restated Articles of Incorporation, Non-Voting Shares shall have the same preferences, limitations, and relative rights as, and shall be identical in all respects to, the Common Stock.
- (2) No Voting Rights. Except as required by the Florida Business Corporations Act or these Amended and Restated Articles of Incorporation, Non-Voting Shares shall not have the right to vote on any matter submitted to a vote at a meeting of shareholders of the Corporation; provided that so long as any Non-Voting Shares are outstanding, the Corporation shall not, without the written consent of a majority of the outstanding shares of Non-Voting Shares or the affirmative vote of holders of a majority of the outstanding shares of Non-Voting Shares at a meeting of the holders of Non-Voting Shares duly called for such purpose, amend, alter or repeal (by merger, consolidation, combination, reclassification or otherwise) its Amended and Resatated Articles of Incorporation or bylaws, as may be amended or restated (the "Bylaws"), so as to adversely affect (disproportionately relative to the Common Stock) the preferences, rights or powers of the Non-Voting Shares.
- (3) Dividends.
 - (a) After the Corporation has complied with any requirements for setting aside sums as sinking funds and subject further to subpart (b) of this paragraph, the holders of Non-

FAX AUDIT NO. H25000366014 3

FAX AUDIT NO. H25000366014 3

Voting Shares shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

- (b) No dividend will be paid or authorized and set apart for payment on any Non-Voting Shares for any period unless the Corporation has paid or authorized and set aside for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Common Stock.
- (4) Distributions. The holders of Non-Voting Shares and Common Stock shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Common Stock and Non-Voting held by each, with each share being proportionally equal in relation to the sum total of the two classes of Shares.
- (5) Issuance. Non-Voting Shares may be issued from time to time on such terms and for such consideration as shall be determined by the Board of Directors.
- (6) No Conversion. Non-Voting Shares shall not be convertible to Common Stock.

C. Preemptive Rights of Shares.

- (1) The Corporation hereby grants to each shareholder owning Common Stock the right to purchase its pro rata portion of any new Shares that the Corporation may from time to time propose to issue or sell to any party, pursuant to the procedures set forth in the Bylaws of the Corporation as may be amended and restated from time to time and subject to any limitations as may be set forth in the applicable shareholders' agreement.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are:

David Behaim, Esq.

901 Clint Moore Road, Suite C

Boca Raton, FL 33487

ARTICLE VI. BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the Board of Directors or the shareholders owning at least ninety percent (90%) of the Common Stock; provided, however, that if an amendment to the Bylaws negatively affects the voting or economic interest of a shareholder, then such shareholder must also consent to such amendment in writing.

FAX AUDIT NO. H25000366014 3

ARTICLES VII. BOARD OF DIRECTORS

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors, subject to any limitations set forth in any applicable shareholders' agreement. The names and addresses of the current three (3) members of the Board of Directors are:

Andres Benzaquen
1000 Brickell Avenue
Suite 715 PMB 221
Miami, FL 33131

George Theodore
1000 Brickell Avenue
Suite 715 PMB 221
Miami, FL 33131

David Benaim
1000 Brickell Avenue
Suite 715 PMB 221
Miami, FL 33131

I, the undersigned Director of the Corporation, hereby certify that these Amended and Restated Articles of Incorporation were unanimously approved by the shareholders of the Corporation. I have signed these Amended and Restated Articles of Incorporation on the 10th day of October, 2025.

David Benaim

David Benaim, Director

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