

Jan. 29. 2024 4:14PM

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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
GUARDLY CORP**

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**ARTICLES OF RESTATEMENT
OF
GUARDLY CORP**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is: GUARDLY CORP
2. The text of the Amended and Restated Articles of Incorporation of the Corporation (Amended and Restated Articles of Incorporation) is annexed hereto and made a part hereof.

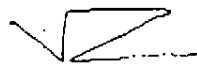
CERTIFICATE

It is hereby certified that:

1. The name under which the original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Florida is: GUARDLY CORP
2. The date of filing of the Corporation's original Articles of Incorporation was February 2, 2022 and its Document Number is P22000010264 ("Articles of Incorporation").
3. The Amended and Restated Articles of Incorporation (a) amend and restate the provisions of the Articles of Incorporation of the Corporation in their entirety and (b) upon recommendation by the board of directors of the Corporation, were duly adopted by the written consent of the shareholders of the Corporation on January 26, 2024.

Executed as of the 26th day of January, 2024.

GUARDLY CORP, a Florida corporation

By: 
Name: Veny Zorrilla
Title: President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GUARDLY CORP**

Pursuant to Section 607.1007 and Section 607.1101 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of GUARDLY CORP, are hereby amended and restated in their entirety to read as follows:

ARTICLE 1

NAME

The name of the Corporation is GUARDLY CORP (the "Corporation").

ARTICLE 2

DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE 3

PURPOSE

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

ARTICLE 4

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Corporation is 936 SW 1st Avenue #1000, Miami, FL 33130.

ARTICLE 5

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is as follows: (i) One Million (1,000,000) shares of Class A Voting common stock, par value ten cents (\$.10) per share ("Voting Common Stock"); and (ii) One Million (1,000,000) shares of Class B Non-Voting common stock, par value ten cents (\$.10) per share ("Non-Voting Common Stock"). The holders of Voting Common Stock are entitled to one vote for each share held as of the record date for each meeting of shareholders. The holders of Non-Voting Common Stock shall have no voting rights except as may be required by Florida Statutes. Except as to voting rights and, except as may otherwise be provided in an agreement signed by all of the shareholders, each class of shares shall

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otherwise be identical in all respects. There shall be no cumulative voting.

ARTICLE 6

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 115 N Calhoun Street, Ste. 4, Tallahassee, FL 32301, and the name of the registered agent of the Corporation at that address is Cogency Global Inc.

ARTICLE 7

DIRECTORS

The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one (1)

ARTICLE 8

BYLAWS


The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide that such bylaws are not subject to amendment or repeal by the directors.

ARTICLE 9

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the 5 of Incorporation have been executed as of January 26, 2024.

GUARDLY CORP, a Florida corporation

By: 
Name: Veny Zorrilla
Title: President

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