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**FLORIDA PROFIT/NON PROFIT CORPORATION
LYONL HOLDINGS, INC.**

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**ARTICLES OF INCORPORATION
OF
LYONL HOLDINGS, INC.**

March 25, 2022

In compliance with the requirements of the Florida Corporation Business Act (the "Act"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation and does hereby certify as follows:

ARTICLE I – NAME AND EFFECTIVE DATE

The name of the Corporation shall be: LYONL HOLDINGS, INC. (the "Corporation"). The effective date for the Corporation shall be the date of the filing of these Articles of Incorporation.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business/mailling address of the Corporation is 8425 Crespi Blvd, Unit 402 Miami Beach, FL 33141.

ARTICLE III – PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the Act.

ARTICLE IV – SHARES

Section 4.1 **Authorized Shares.** The total number of shares of capital stock which the Corporation shall have authority to issue at any one time is Fifteen Million (15,000,000) shares, consisting of Ten Million (10,000,000) shares of common stock, \$.001 par value per share (the "Common Stock"); and Five Million (5,000,000) shares of preferred stock, \$.001 par value per share (the "Preferred Stock").

Section 4.2 **Common Stock.** Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of shareholder except as the right to exercise such vote may be limited by the provisions of these Articles of Incorporation or of any class or series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to shareholders, and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

Section 4.3 **Preferred Stock.** The Preferred Stock may be created and issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine, from time to time with the Board of Directors authorized to fix the number of shares of any class or series of Preferred Stock and to determine the designation and other terms, rights and priorities of any class or series, including, but not limited to, the voting rights (if any), preferences,

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conversion rights, cumulative, relative, participating, optional, or other special rights, and the qualifications, limitations, or restrictions relating thereto as shall be stated and expressed in the resolutions (or board action without a meeting) providing for the creation and issuance of the series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this Section given (the "**Preferred Stock Designation**"). Each class or series shall be designated in a Preferred Stock Designation so as to distinguish the shares thereof from the shares of all other classes and series. Except as otherwise provided in any Preferred Stock Designation, the number of authorized shares of Common Stock or Preferred Stock may from time to time be increased or decreased (but not below the number of shares of such class outstanding) by the affirmative vote of a majority of the outstanding capital stock of the Corporation entitled to vote thereon, irrespective of the provisions of Section §607.0602 or §607.1004 of the Act, and no vote of the holders of either the Common Stock or the Preferred Stock voting separately as a class shall be required therefor.

Section 4.4 **Voting Rights.** Each holder of record of Common Stock shall have the right to one (1) vote for each share of Common Stock registered in his/her/its name on the books of the Corporation on all matters submitted to a vote of the shareholders; *provided, however*, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to these Articles of Incorporation (including any Preferred Stock Designation) that relates solely to the terms of one or more outstanding classes or series of Preferred Stock if the holders of the affected class or series are entitled, either separately or together as a class with the holders of one or more other classes or series, to vote thereon pursuant to these Articles of Incorporation (including any Preferred Stock Designation) or pursuant to the Act.

ARTICLE V – DIRECTORS

The number of directors that shall constitute the Board of Directors of the Corporation shall be at least one (1) with the exact number to be fixed, increased or decreased from time to time in the manner prescribed in the Bylaws of the Corporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

ARTICLE VI – AMENDMENTS TO BYLAWS

The Board of Directors of this Corporation is expressly authorized to adopt, amend or repeal the Bylaws of this Corporation, or any provision thereof.

ARTICLE VII – INCORPORATOR

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

Corporate Creations Network Inc.
801 US Highway 1
North Palm Beach, FL 33408

ARTICLE VIII – REGISTERED AGENT

The name and Florida street address of the registered office is:

Corporate Creations Network Inc.
801 US Highway 1
North Palm Beach, FL 33408

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ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Act and other applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in (a “**Covered Person**”) 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 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 X – AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI – CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Act, as amended from time to time, relating to control share acquisitions.

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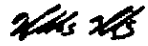
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IN WITNESS WHEREOF, the undersigned submits these Articles of Incorporation as of the date first above written and affirms that the facts stated herein are true and that the undersigned is aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

LYONL HOLDING, INC.

By: Computershare Governance Services Inc.,
Incorporator

By: 
Name: Nick Nichols
Title: Special Secretary

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in Article VIII of these Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

CORPORATE CREATIONS NETWORK INC.

By: *Nick Nichols*
Name: Nick Nichols
Title: Special Secretary

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