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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TONEY INVESTMENT HOLDINGS, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TONEY INVESTMENT HOLDINGS, INC.
(Document Number P22000078916)**

TONEY INVESTMENT HOLDINGS, INC. (the "Corporation"), a corporation organized and existing under the provisions of Chapter 607 of the Florida Statutes, commonly known as the Florida Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

A. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation filed on October 14, 2022 and assigned document number P22000078916, and all amendments thereto that are in effect to date as permitted by the Act.

B. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by written consent of the Board of Directors and Shareholders of the Corporation dated October 26, 2022.

C. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles which are as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be "TONEY INVESTMENT HOLDINGS, INC.".

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Corporation shall be 16304 Avila Boulevard, Tampa, Florida 33613.

**ARTICLE III
DURATION**

The Corporation shall have perpetual existence.

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ARTICLE IV PURPOSE AND POWERS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE V CAPITAL STOCK

The authorized capital stock of the Corporation shall be One Thousand (1,000) shares of voting common stock having a par value of \$0.0001 each (the "Shares"). The Shares have unlimited voting rights and are entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VI INITIAL DIRECTOR/OFFICERS

The name and address of the initial Director and Officers of the Corporation are:

<u>Name/Address</u>	<u>Office</u>
Sam D. Toney 16304 Avila Boulevard Tampa, Florida 33613	Director, President, Secretary and Treasurer

The initial Director and Officers shall serve until the earlier of his death, resignation or until his successor is elected and qualified.

ARTICLE VII REGISTERED AGENT

The name of the initial registered agent of the Corporation shall be Sam D. Toney. The initial office of the registered agent of the Corporation shall be 16304 Avila Boulevard, Tampa, Florida 33613.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is: Sam D. Toney, 16304 Avila Boulevard, Tampa, Florida 33613.

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ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereinafter in effect) any person made, or threatened to be made, a party to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that the person is or was a director or officer of the Corporation, or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. The indemnification to be provided hereunder shall inure to the benefit of the heirs, executors and administrators of each such director or officer. Nothing contained herein shall affect any rights to indemnification to which persons other than directors and officers of the Corporation (and the heirs, executors and administrators of such directors and officers) may be entitled by law. No amendment or repeal of this Article VII shall apply to or have any effect on any right to indemnification provided hereunder with respect to any act or omission occurring prior to such amendment or repeal.

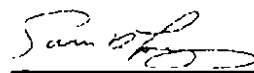
ARTICLE X BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE XI AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation and to add by amendment provisions to these Amended and Restated Articles of Incorporation, all in the manner now or hereafter prescribed by the Act. All rights conferred in these Amended and Restated Articles of Incorporation on shareholders of the Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 26th day of October 2022.



Sam D. Toney, Incorporator

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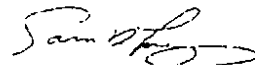
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is TONEY INVESTMENT HOLDINGS, INC.
2. The name and street address of the registered agent and office in the State of Florida are:

Sam D. Toney
16304 Avila Boulevard
Tampa, Florida 33613

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Sam D. Toney
Registered Agent

Dated this 26th day of October 2022.

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