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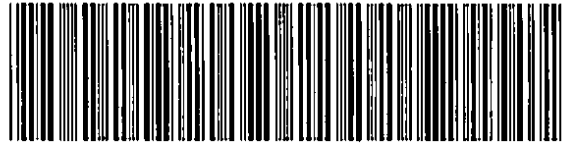
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NAME: PALOMINO THE MOVIE, INC

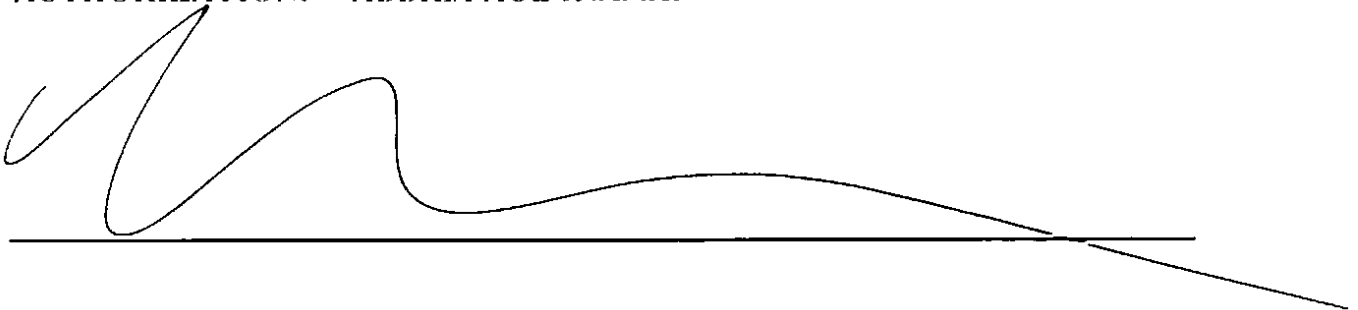
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALOMINO THE MOVIE, INC.**

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned hereby amends the organizational documents for a for profit corporation under the provisions of the Florida Business Corporation Act, and pursuant to the following Amended and Restated Articles of Incorporation adopted by the Board of Directors of the Corporation (shareholder approval was not required) on September 5, 2023. All amendments were adopted by the Board of Directors on September 5, 2023 and are effective as of that date, and shareholder approval was not required for any of the amendments. These restated articles consolidate all amendments into a single document. This Amended and Restated Articles of Incorporation is being filed pursuant to Florida Statutes, s. 607.0120(11)(c).

ARTICLE I

The name of the corporation is: Palomino The Movie, Inc.

RESTATED ARTICLE II

The principal place of business address: 17940 Gulf Blvd #4A, Redington Shores, Florida 33708

The mailing address of the corporation is: 17940 Gulf Blvd #4A, Redington Shores, Florida 33708

RESTATED ARTICLE III

The corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act as it now exists or may hereafter be amended or supplemented, and the corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under that Act.

RESTATED ARTICLE IV

The number of shares the corporation is authorized to issue is: 1,000,000

(a) Classes of Stock. The corporation is authorized to issue a total of one million (1,000,000) shares of capital stock. The classes and the aggregate number of shares of stock of each class that the corporation has authority to issue are as follows: (a) one hundred (100) shares of Class A Common Stock ("Class A Common Stock"); (b) two hundred and one thousand (201,000) shares of Class B Common Stock ("Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"); and (c) seven hundred ninety-eight thousand, nine hundred (798,900) shares of Class A Preferred Stock ("Class A Preferred Stock").

(b) Common Stock and Preferred Stock. The Board of Directors of the corporation is expressly authorized to fix the number of shares constituting each series of Common Stock and

the designation of the series, the voting powers, if any, of the shares of the series, and the preferences and relative, participating, optional, or other special rights, if any, and any qualifications, limitations, or restrictions, of the shares of each series. The powers, preferences, and relative, participating, optional, and other special rights of each series of common stock, and the qualifications, limitations, or restrictions of each series, if any, may differ from those of any and all other series at any time outstanding.

(c) The Board of Directors of the corporation is expressly authorized to provide, out of the unissued shares of preferred stock, one or more series of preferred stock and, with respect to each such series, to fix the number of shares constituting the series and the designation of the series, the voting powers, if any, of the shares of the series, and the preferences and relative, participating, optional, or other special rights, if any, and any qualifications, limitations, or restrictions, of the shares of each series. The powers, preferences, and relative, participating, optional, and other special rights of each series of preferred stock, and the qualifications, limitations, or restrictions of each series, if any, may differ from those of any and all other series at any time outstanding.

(d) Voting. Except as required by the Florida Business Corporation Act or any designation with respect to any preferred stock of the corporation, the entire shareholder voting power shall be vested solely and exclusively in the holders of the Class A Common Stock. Except as required by the Florida Business Corporation Act, each holder of Class A Common Stock, as such, shall be entitled to one (1) vote for each share of Class A Common Stock held of record by the holder on all matters on which shareholders generally are entitled to vote. Each holder of Class B Common Stock, as such, shall have no voting rights and shall not have the right to participate in any meeting of shareholders or to have notice of those meetings. Each holder of Class A Preferred Stock, as such, shall have no voting rights and shall not have the right to participate in any meeting of shareholders or to have notice of those meetings.

(e) Other Rights of Common Stock. The President of the corporation or the Board of Directors may call a special meeting of the shareholders at any time, and the Board of Directors of the corporation shall call a special meeting of the shareholders at the written or electronic request of the holder or holders of not fewer than 50% of all shares entitled to vote on any issue at a special meeting of shareholders. Except as provided in this Article IV, each share of Class A Common Stock will have the same rights as every other share of Class A Common Stock. Each share of Class A Common Stock shall be entitled to share equally in dividends declared and paid by the corporation from legally available funds. In the case of voluntary or involuntary liquidation, sale or distribution of assets, dissolution, or winding up of the corporation, holders of the Class A Common Stock are entitled to receive a pro rata share of the amount distributed. Except as provided in this Article IV, each share of Class B Common Stock will have the same rights as every other share of Class B Common Stock. Each share of Class B Common Stock shall be entitled to share equally as a class in dividends declared and paid by the corporation from legally available funds, but shall receive 1/100th of the amount of dividends paid to holders of Class A Common Stock or Class A Preferred Stock. In the case of voluntary or involuntary liquidation, sale or distribution of assets, dissolution, or winding up of the corporation, holders of the Class B

Common Stock Common Stock are entitled to receive 1/100th of the amount distributed or otherwise paid per share to holders of Class A Common Stock or Class A Preferred Stock.

RESTATED ARTICLE V

The street address of the initial registered office of the corporation is 17940 Gulf Blvd #4A, Redington Shores, Florida 33708, and the name of the corporation's initial registered agent at that address is Kendall Almerico.

RESTATED ARTICLE VI

The existence of the corporation and the effective date and time of these Articles of Incorporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State. The corporation shall have perpetual existence unless sooner dissolved according to law.

RESTATED ARTICLE VII

The power to adopt the bylaws of the corporation, to alter, amend, or repeal the bylaws, or adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided however, that any bylaw or amendment to a bylaw adopted by the Board of Directors may be altered, amended, or repealed by the vote of shareholders entitled to vote on the bylaw or amendment, or a new bylaw in lieu of any existing bylaw may be adopted by the shareholders entitled to vote on the bylaw, and the shareholders entitled to vote on any bylaw may prescribe in any bylaw made by them that the bylaw may not be altered, amended, or repealed by the Board of Directors.

RESTATED ARTICLE VIII

The business and affairs of the corporation shall be managed by or under the direction of the board of directors. The number of directors of the corporation shall be determined in the manner set forth in the bylaws of the corporation. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial directors are as follows:

Brad Wilson
4750 Kester Avenue, Unit 7
Sherman Oaks, CA 91403

Kendall Almerico
17940 Gulf Blvd #4A
Redington Shores, FL 33708

EXECUTED: 09 / 05 / 2023.

PALOMINO THE MOVIE, INC.

By: Brad Wilson
Brad Wilson, President

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