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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
AMAIRA AESTHETIC AND PLASTIC SURGERY HOLDINGS INC**

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((H23000351902 3)))

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
AMAIRA AESTHETIC AND PLASTIC SURGERY HOLDINGS, INC.
DESIGNATING
SERIES A-1 PREFERRED STOCK

Pursuant to Section 607.0602 of the
Florida Business Corporation Act

Amaira Aesthetic and Plastic Surgery Holdings Inc., a corporation organized and existing as a Florida Business Corporation Act (hereinafter called the "Corporation"), in accordance with the provisions of Section 607.0602 thereof, THIS HEREBY CERTIFIES:

FIRST: These Articles of Amendment were adopted by the Board of Directors on September 1, 2023 in the manner described by Section 607.1002 of the Florida Business Corporation Act. Shareholder action was not required.

SECOND: That pursuant to the authority vested in the Board of Directors of the Corporation and in accordance with the provisions of the Articles of Incorporation, as amended, of the Corporation (the "Articles of Incorporation") the Board of Directors adopted the following resolution on September 1, 2023 designating 3,000,000 shares of the Company's authorized Series A-1 Preferred Stock (as "Series A-1 Preferred Stock"):

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the Provisions of the Articles of Incorporation a Series of Series A-1 Preferred Stock having a par value of \$0.0001 per share of the Corporation be, and hereby is created, and that the designation and number of shares thereof, and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such Series, and the qualifications, limitations restrictions thereof are as follows:

**TERMS OF
SERIES A-1 PREFERRED STOCK**

1. Dividends

a) The holders of the Series A-1 Preferred Stock shall be entitled to receive dividends at the applicable Dividend Rate (as defined below), payable out of funds legally available therefor, prior and in preference to any declaration or payment of any dividend (other than dividends payable solely in Common Stock) on the Common Stock. Such dividends shall be payable in either cash or common stock at the company option only when, as, and if declared by the Board of Directors (the "Board") and shall be noncumulative and no rights shall accrue to the holders of the Series A-1 Preferred Stock in the event the Company shall fail to declare or pay dividends on the Series A-1 Preferred Stock in the amount of the rates specified in the prior sentence, or in any amount in any prior year of the Company, whether or not the earnings of the Company in that previous fiscal year were sufficient to pay such dividends in whole or in part. The "Dividend Rate" shall be 10% of the Original Sales Price per annum for each share of Series A-1 Preferred Stock (if stock is valued at \$1.00, subject to adjustment as provided herein).

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b) No dividends (other than those payable solely in Common Stock) shall be declared or paid on any share of Common Stock unless dividends on the Series A Preferred Stock in accordance with Section 1 (a) hereof shall have been paid or declared and set apart. If any such dividend is paid on any share of Common Stock in accordance with this Section 1 (b), such dividend shall be distributed among all holders of Common Stock and Series A-1 Preferred Stock in proportion to the number of shares of Common Stock that would be held by each such holder if all shares of Series A-1 Preferred Stock were converted to Common Stock at the then effective conversion rate.

2. Liquidation Preference.

a) In the event of a Liquidation Event (as defined in Section 2(c) hereof), whether voluntary or involuntary, the holders of Series A-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the proceeds of such Liquidation Event to the holders of Common Stock by reason of their ownership thereof, an amount equal to the Original Issue Price, plus all declared but unpaid dividends, on each such share of Series A-1 Preferred Stock held by them. If, upon the occurrence of such Liquidation Event, the proceeds then distributed among the holders of Series A-1 Preferred Stock shall be insufficient to permit payment to such holders of the full aforesaid preferential amount, then the entire proceeds legally available for distribution shall be distributed among the holders of Series A-1 Preferred Stock.

b) After payment to the holders of Series A-1 Preferred Stock of the preferential amounts required by Section 2(a) hereof, all remaining proceeds legally available for distribution to stockholders of the Company shall be distributed pro rata among the holders of Common Stock based on the number of shares of Common Stock then held by them and the Series A-1 Preferred Stock holders participating with the Common Stock on as converted basis.

c) For purposes of this Section 2, a "Liquidation Event" shall mean (i) a liquidation, dissolution or winding up of the Company; (ii) an acquisition of the Company by another person or entity by means of any transaction or series of related transactions to which the Company is a party (including, without limitation, a merger, consolidation or other corporate reorganization), other than an acquisition in which the shares of capital stock held by stockholders of the Company immediately prior to such acquisition continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately after such acquisition and by virtue of the acquisition, a majority of the total outstanding voting power of the surviving or acquiring person or entity; (iii) a sale, lease, exclusive license (other than in a specified field of use) or other disposition of all or substantially all of the assets of the Company, except where such sale, lease, exclusive license or other disposition is to a wholly owned subsidiary of the Company; or (iv) a transaction or series of related transactions to which the Company is a party (whether by merger, consolidation, stock acquisition or otherwise) in which a majority of the total outstanding voting power of the Company is transferred. Notwithstanding the foregoing sentence, a transaction shall not constitute a Liquidation Event if the primary purpose is to change the jurisdiction of the Company's incorporation, create a holding company that will be owned in substantially the same proportion by the persons who held the Corporation's securities immediately before such transaction.

3. Redemption.

The shares of Series A-1 Preferred Stock shall not be redeemable at the option of the holders thereof. The Company shall redeem the Series A-1 Preferred Stock plus all declared and unpaid dividends five (5) years after the final closing of the offering for the Series A-1 Preferred Stock

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4. Voting Rights.

(a) Each holder of shares of Series A-1 Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A-1 Preferred Stock could be converted on the record date for the vote or consent of shareholders and, except as otherwise required by law or this Articles of Incorporation, shall have voting rights and powers equal to the voting rights and powers of the Common Stock. Each holder of shares of Series A-1 Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company and shall vote with holders of the Common Stock upon the election of directors and upon any other matter submitted to a vote of shareholders, except as to those matters required by law or this Articles of Incorporation to be submitted to a class vote. Fractional votes by the holders of Series A -1 Preferred Stock shall not, however, be permitted, and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A-1 Preferred Stock held by each holder could be converted) shall be disregarded.

5. Conversion.

The holders of Series A-1 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right To Convert. Each share of Series A-1 Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Company or any transfer or other agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the applicable Original Issue Price by the conversion price of such series of Series A-1 Preferred Stock (the "Conversion Price") in effect on the date the certificate is surrendered for conversion. The Conversion Price for each series of Series A-1 Preferred Stock shall initially be the Original Issue Price for such series of Series A-1 Preferred Stock and shall be subject to adjustment as set forth in this Section 5.

(b) Automatic Conversion. Each share of Series A-1 Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price applicable for such share upon the earlier of (i) the date, or the occurrence of an event, specified by the vote or written consent of holders of at least sixty percent (50%) of the shares of Series A-1 Preferred Stock then outstanding, (ii) the completion of a transaction in which the Corporation's common Stock becomes publicly traded or (iii) the closing of the sale of the Company's Common Stock to the public in a underwritten public offering registered under the Securities Act of 1933, as amended (the "Securities Act").

(c) Mechanics of Conversion.

(i) Except as provided in Section 5(c)(ii) or 5(c)(iii) hereof, before any holder of Series A-1 Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer or other agent for such stock, and shall give written notice to the Company at such office of such holder's election to convert the same and, if applicable, any event on which such conversion is contingent and shall state therein the number of shares to be converted and the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Company shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A-1 Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series A-1 Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

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(ii) If the conversion is in connection with an underwritten offering of securities pursuant to the Securities Act, the conversion may, at the option of any holder tendering shares of Series A-1 Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series A-1 Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

(iii) If the conversion is in connection with the automatic conversion provisions set forth in Section 5(b) hereof, such conversion shall be deemed to have been made on the conversion date specified in the stockholder vote or consent (automatically without any further action by the holder of such shares and whether or not the certificate representing such shares has been surrendered to the Company or its transfer or other agent), and the persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock on such date; provided, however, that until certificates for the shares of Series A-1 Preferred Stock that have been converted have been delivered to the Company or its transfer or other agent, the Company shall not be obligated to issue certificates representing the shares of Common Stock issuable upon such conversion; and provided further, that if the conversion is in connection with a Liquidation Event, the conversion may, at the option of any holder tendering shares of Series A-1 Preferred Stock for conversion, be conditioned upon the closing of such Liquidation Event, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series A-1 Preferred Stock shall not be deemed to have converted such Series A-1 Preferred Stock until immediately prior to the closing of such Liquidation Event.

d) Adjustments to Conversion Price for Stock Dividends and for Combinations and Subdivisions of Common Stock. In the event that the Company at any time or from time to time after the Original Issue Date shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock as provided below), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the applicable Conversion Price in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that the Company shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Company shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

e) Adjustments to Conversion Price for Recapitalizations and Reorganizations. If the Common Stock issuable upon conversion of the Series A-1 Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, recapitalization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section 5(d) hereof or a Liquidation Event referred to in Section 2(c) hereof), the applicable Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or recapitalization, be adjusted, and other provision shall be made, so that the Series A-1 Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders thereof would otherwise have been entitled to receive, such number of shares of stock or other securities, cash or property that would have been subject to receipt by such holders upon conversion of the Series A-1 Preferred Stock immediately before such change. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of the Series A-1 Preferred Stock

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after such reorganization or recapitalization such that the provisions of this Section 5 (including adjustment of the applicable Conversion Price then in effect and the number of shares issuable upon conversion of the Series A-1 Preferred Stock) shall be applicable after such event as nearly equivalent as may be practicable.

f) Notices of Record Date. In the event that the Company shall propose at any time (i) to take a record of the holders of its Common Stock for the purpose of declaring any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus, or offering for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (ii) to effect any reorganization or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iii) to effect any Liquidation Event; then, in connection with each such event, the Company shall send to the holders of Series A-1 Preferred Stock:

- (a) at least ten (10) days' prior written notice of (1) the date on which a record shall be taken for such dividend, distribution or subscription rights referred to in clause (i) above (and specifying the date on which the holders of Common Stock shall be entitled thereto) or (2) the date for determining rights to vote, if any, in respect of the events referred to in clauses (ii) and (iii) above; and
- (b) in the case of the events referred to in clauses (ii) and (iii) above, at least ten (10) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for stock, securities, cash or other property deliverable upon the occurrence of such event).

(g) Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A-1 Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A-1 Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Company shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Articles.

(h) Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Series A-1 Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. Any such fractional share so resulting shall be paid in cash based on the then fair market value of a share of Common Stock.

Section 6. Series A-1 Preferred Stock Protective Provisions.

A. So long as at least 1,000,000 shares of Series A-1 Preferred Stock (as adjusted for any stock dividends, stock splits, stock combinations, recapitalizations or similar events with respect to such shares) remain outstanding, excluding shares of Series A-1 Preferred Stock, the Company shall not (by way of

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amendment, merger, consolidation, reclassification or otherwise), without the vote or written consent by the holders of at least 50% of the outstanding shares of Series A-1 Preferred Stock, voting as a separate class:

(i) Amend, alter or repeal any provision of (i) these Articles of Incorporation or (ii) the Company's Bylaws, if such articles of incorporation or bylaw amendment materially and adversely affects the Series A-1 Preferred Stock;

(ii) Alter or change the rights, preferences or privileges granted to or the restrictions imposed upon the Series A-1 Preferred Stock in such a way that materially and adversely affects the Series A-1 Preferred Stock or;

(iii) Approve the purchase or redemption or acquisition of any securities of the Company;

Section 7. Status of Converted Stock.

In the event any shares of Series A-1 Preferred Stock shall be converted pursuant to Section hereof, the shares so converted shall be cancelled and shall not be issuable by the Company.

Section 8. Notices.

Any notice required by the provisions of this Article of Incorporation to be given to the holders of shares of Series A-1 Preferred Stock shall be deemed given if such notice is deposited in the United States first class mail, postage prepaid, and addressed to each holder of record at his or her address appearing on the books of the Company or given by electronic communication in compliance with the provisions of the Florida Business Corporation Act, and shall be deemed sent upon such mailing or electronic transmission.

THE UNDERSIGNED, being a board member of the Corporation and duly authorized to do so, executes these Articles of Amendment for and on behalf of the Corporation and certifies to the truth of the facts herein stated this 1st day of September, 2023.

**AMAIRA AESTHETIC AND PLASTIC
SURGERY HOLDINGS, INC.**

By: [Signature]
Andrew Barnett

Its: [Signature]
Chairman of the Board

By: [Signature]
Dan Kelsey

Its: [Signature]
Board Member

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