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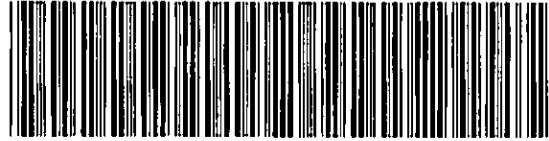
(Business Entity Name)

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DATE: 09/27/2023

NAME: KLOSEBUY, INC

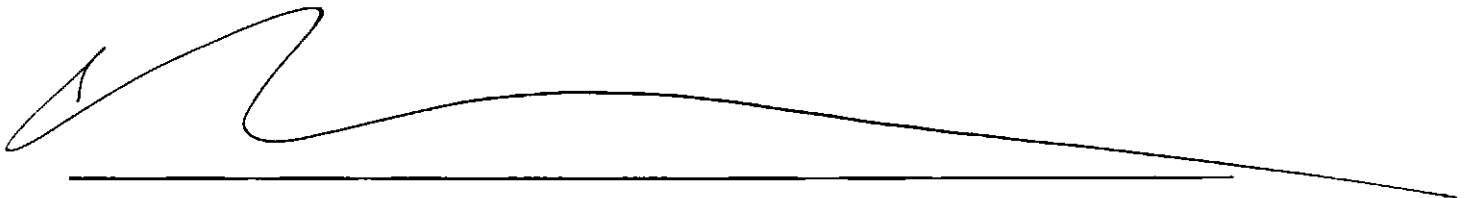
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 29, 2023

FLORIDA FILING & SEARCH SERVICES

SUBJECT: KLOSEBUY, INC.
Ref. Number: W23000133302

We have received your document for KLOSEBUY, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

MISSING JURISDICTION DATE FOR THE DOMESTICATION

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Carlos E Rico
Supervisor

Letter Number: 723A00022552

2023

Please keep original filing date
Thank you

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2023

COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: KloseBuy, Inc. Articles of Domestication & Articles of Incorporation

Enclosed is an original and one (1) copy of the Articles of Domestication and a check:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total filing fee	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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From: Michael D. Oliver, Oliver & Grimsley, LLC

Name (printed or typed)

1 Olympic Place, Suite 900

Address

Towson, MD 21204

City, State & Zip

443-541-5680

Daytime Telephone Number

frank@klosebuy.com

E-mail address: (to be used for future annual report notification)

Articles of Domestication
Foreign Corporation Domesticating to Florida

The undersigned, William F. Fennell, IV President
(Name) (Title)

of Klosebuy Inc., a foreign
corporation, in accordance with s. 607.11922, Florida Statutes, submit these Articles of
Domestication.

1. Then name of the domesticating corporation is Klosebuy Inc.
(Foreign Corporation)

2. The jurisdiction and date of its formation is Delaware, June 15, 2015

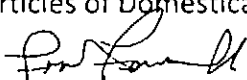
3. The name of the domesticated corporation is KloseBuy, Inc.

4. The jurisdiction of formation of the domesticated corporation is **Florida**

5. The domestication corporation is a foreign corporation and the domestication was
approved in accordance with its organic law.

6. Attached are Florida Articles of Incorporation to complete the domestication
requirements pursuant to s.607.0202, F.S.

I certify I am authorized to sign these Articles of Domestication on behalf of the corporation.


(Authorized Signature)

2013

2013

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
KLOSEBUY, INC.
(A Stock Corporation)**

FIRST: The name of this Corporation is KLOSEBUY, INC. (which is hereinafter called the "Corporation").

SECOND: The name and mailing address of the incorporator of the Corporation are as follows:

William F. Fennell, IV
15275 SW 38th Street
Davie FL, 33331

THIRD: The Corporation's initial principal office and initial registered office in the State of Florida is 15275 SW 38th Street, Davie FL, 33331, and the Corporation's initial registered agent is William F. Fennell, IV, who resides at that office.

FOURTH: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Florida, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, or anywhere in the world, are as follows:

(a) To engage in all aspects of software development, licensing and distribution relating to consumer marketing, and

(b) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida, as amended from time to time.

FIFTH: The amount of the total authorized capital stock which the Corporation has authority to issue is of this Corporation is Ten Million (10,000,000) shares of common voting stock each with a par value of One One-Thousandth of a Cent (\$0.001).

SIXTH: The Corporation shall be managed by a Board of Directors, which shall consist of not less than One (1) individual, nor more than Five (5) individuals, unless the Board of Directors determines by resolution to increase the size of the Board of Directors. Members of the Board of Directors need not be stockholders of the Corporation unless the Board of Directors determines by resolution to require such members to be stockholders. Unless otherwise changed by resolution of the Board of Directors, or as otherwise required by law, a Director may serve for an unlimited numbers of terms. The initial Board of Directors shall consist of one person, whose name and address is: William F. Fennell, IV, 15275 SW 38th Street, Davie FL, 33331.

SEVENTH: Unless set forth in a written agreement approved by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive

right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: Pursuant to Fla. Stat. § 607.0208, any and all internal corporate claims (as defined Fla. Stat. § 607.0208(4)) shall be brought exclusively in the Florida state and county courts that have jurisdiction in the location of Corporation's principal offices in Florida.

TENTH: The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Laws of Florida so long as the Director or officer acted in good faith; the Director or officer acted in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation; and in the case of any criminal proceeding, the Director or officer had no reasonable cause to believe his or her conduct was unlawful. In this regard, unless expressly prohibited by applicable law or a court order, and without limiting the maximum rights to indemnification as set forth in Florida law:

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for misconduct in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought, or a court of equity in the county in which the Corporation has its principal office, determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper.

(b) Indemnification under subsection (a) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (a).

(c) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors that there is a reasonable basis for a belief that the Director or officer met the applicable standard of conduct set forth in subsection (a), upon receipt of an undertaking by or on behalf of the Director or officer reasonably assuring that such amount will

be repaid if it shall be ultimately determined that he or she was not entitled to indemnification.

(d) Such indemnification provided for in this section shall not be deemed exclusive of any other rights to which such officer or Director may be entitled, apart from this section, under the charter, any by-law, agreement, vote of disinterested Directors or Stockholders, or as a matter of law or otherwise, both as to action in his official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has ceased to be a Director or officer and inure to the benefit of the heirs, personal representatives and administrators of the person.

(e) The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against the liability under the provisions of this section.

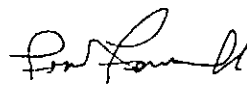
(f) To the extent that a Director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or (b), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(g) Any adjudication by a court of competent jurisdiction which invalidates any part of this section shall not be deemed to invalidate any other part thereof.


ELEVENTH: No Director or officer of the Corporation shall be liable to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a Director or officer, provided that pursuant to Fla. Stat. § 607.0859, unless ordered by a court under Fla. Stat. § 607.0854(1)(c), a Director or officer shall be liable in monetary damages, and the Corporation may not indemnify a Director or officer or advance expenses to a Director or officer, if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (a) Willful or intentional misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a stockholder; (b) A transaction in which a Director or officer derived an improper personal benefit; (c) A violation of the criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or (d) In the case of a Director, a circumstance under which the liability provisions of Fla. Stat. § 607.0834 are applicable. The above limitation shall also apply to such other person or persons, if any, who exercise or perform any of the powers or duties otherwise conferred or imposed upon the board of Directors.

TWELFTH: No stock, nor any option, warrant, or other instrument or agreement with provisions that allow the conversion or exchange into stock, of the corporation, shall be issued or be binding on the corporation, except upon the approval by a majority of the voting interest of the corporation's stockholders.

I, THE UNDERSIGNED, William F. Fennell, IV, being at least eighteen (18) years of age, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these Articles, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this September 20th day of 2023.

By: 
William F. Fennell, IV, Incorporator

I, William F. Fennell, IV, hereby agree to serve as Registered Agent for the Corporation, and I further acknowledge that I have read and understand, and agree to comply with, the obligations in, Fla. Stat. § 607.0505


William F. Fennell, IV

2023

11:21:00