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(Requestor's Name)

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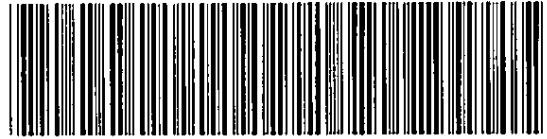
(Business Entity Name)

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AM 8:52

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CLERK OF STATE  
TALLAHASSEE, FL

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 347453

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : 03/04/2024

ORDER TIME :

ORDER NO. : 347453

CUSTOMER NO:

ARTICLES OF MERGER

Tempo AI Ventures Inc.

INTO

Eastern Technologies Inc.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: AMANDA MILLER

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FL

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TALLAHASSEE, FL

**Articles of Conversion**  
For  
**Converting Eligible Entity**  
Into  
**Florida Profit Corporation**

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity into a Florida Profit Corporation** in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

Tempo AI Ventures Inc.

Enter Name of the Converting Entity

2. The converting entity is a corporation

(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

on September 21, 2022

Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Eastern Technologies Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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STATE  
TALLAHASSEE, FL

Signed this 29th day of February, 2024.

**Required Signature for Florida Profit Corporation:**

Signature of Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

/s/ Frank Leonardo

Printed Name: Frank Leonardo Title: Vice Pres. and Chief Operating Officer

**Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies:** [See below for required signature(s).]

Signature: /s/ Frank Leonardo

Printed Name: Frank Leonardo Title: Vice Pres. and Chief Operating O

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Articles of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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TALLAHASSEE, FL

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**ARTICLES OF INCORPORATION**  
**OF**  
**EASTERN TECHNOLOGIES INC.**

The undersigned, acting as incorporator of EASTERN TECHNOLOGIES INC., a Florida corporation (the "Corporation"), under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I**  
**NAME**

The name of the corporation is: **Eastern Technologies Inc.**

**ARTICLE II**  
**PURPOSE**

The nature of the business or purposes to be conducted, transacted, promoted or carried on by the Corporation is to engage in any lawful act or activity and to exercise all powers for which corporations may be organized under the Florida Business Corporation Act, as the same exists or may hereafter be amended (the "FBCA").

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

(a) The address of its initial registered office in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301, in Leon County, FL. The name of its initial registered agent at such address is Corporation Service Company.

(b) The street address of the initial principal office of the Corporation is Cypress Lake Drive, Suite 3, Fort Myers, FL 33907.

**ARTICLE IV**  
**CAPITAL STOCK**

(a) The aggregate number of shares that the Corporation shall have the authority to issue is 15,477,778 shares of capital stock, all of which shall be designated "Common Stock" and with a par value of \$0.00001 per share.

(b) Shareholders shall have no preemptive rights.

(c) No cumulative voting shall be permitted.

**ARTICLE V**  
**INCORPORATOR**

The name and address of the incorporator is: Frank Leonardo, 21 Greenvale Place, Scarsdale, NY 10583.

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CORPORATION SERVICE COMPANY

## **ARTICLE VI** **DIRECTORS**

The property and business of the Corporation shall be controlled and managed by the Board of Directors. The number of directors that shall constitute the Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. Directors need not be shareholders of the Corporation unless the Bylaws require them to be shareholders.

## **ARTICLE VII** **EXISTENCE**

The Corporation is to have perpetual existence.

## **ARTICLE VIII** **BYLAWS**

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed (or new Bylaws may be adopted) in any of the following ways: (i) by the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws) or (ii) by a majority of the full Board of Directors. Any change so made by the shareholders may thereafter be further changed by a majority of the full Board of Directors; *provided, however*, that the power of the Board of Directors to amend or repeal the Bylaws (or to adopt new Bylaws) (A) may be denied as to any Bylaws or portion thereof by the shareholders if, at the time of enactment, the shareholders shall so expressly provide, and (B) shall not divest the shareholders of their power (or limit their power) to amend or repeal the Bylaws, or to adopt new Bylaws.

## **ARTICLE IX** **NO SHAREHOLDER LIABILITY**

The shareholders of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

## **ARTICLE X** **LIMITATION OF LIABILITY OF DIRECTORS**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, action or failure to act, regarding corporate management or policy, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830

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of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

## **ARTICLE XI** **INDEMNIFICATION**

(a) The Corporation shall indemnify, advance expenses and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any threatened, pending or completed 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 is (or a person for whom he or she is the personal or legal representative, heir or executor) 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, partnership, limited liability company, joint venture, trust or other 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 in connection with any such Proceeding, *provided, however*, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any Covered Person in connection with any Proceeding (or part thereof) initiated by such Covered Person unless such Proceeding (or part thereof) was authorized or consented to by the Board of Directors.

(b) Any amendment, repeal or modification of this Article XI 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. The rights to indemnification and to the advancement of expenses conferred in this Article XI shall not be exclusive of any other right that any person may have or hereafter acquire under these Articles (as now or hereafter in effect), the Bylaws (as now or hereafter in effect), any statute, agreement, vote of shareholders or disinterested directors or otherwise.

## **ARTICLE XII** **AMENDMENTS**

(a) The Corporation shall have the authority to amend these Articles of Incorporation, at any time or from time to time, as permitted by the provisions of the FCBA as amended from time to time.

(b) Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the

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State of Florida or of the United States hereinafter adopted that have reference to or affect corporations, such shares, securities or persons, and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

**ARTICLE XIII**  
**AFFILIATED TRANSACTIONS**

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

In affirmation thereof, the facts stated above are true and correct.

Dated: February 29, 2024

DocuSigned by:  
  
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Frank Leonardo  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FL



Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

By: 

Its: \_\_\_\_\_

Registered Agent

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