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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
BIOMARK INC.**

BIOMARK INC., a profit corporation organized under the laws of the State of Florida, hereby certifies in these Amended and Restated Articles of Incorporation (these "Restated Articles") as follows:

ARTICLE I

The name of the corporation is "BIOMARK INC." (the "Corporation"). The original Articles of Incorporation (the "Original Articles") were filed with the Florida Secretary of State on April 2, 2024.

ARTICLE II

The principal place of business address of the Corporation is:
1221 BRICKELL AVE
SUITE 900
MIAMI, FL 33131

The mailing address of the Corporation is:
1221 BRICKELL AVE
SUITE 900
MIAMI, FL 33131

ARTICLE III

The purpose for which the Corporation is organized is any and all lawful business in the State of Florida.

ARTICLE IV

1. Authorized Capital. The total number of shares that the Corporation is authorized to issue is 5,000,000, consisting of (a) 4,000,000 shares of common stock ("Common Stock") and (b) 1,000,000 shares of preferred stock ("Preferred Stock").

2. Common Stock. Common Stock shall consist of two classes: Class A Common Stock and Class B Common stock, which shall have the following preferences, limitations and relative rights:

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(a) Class A Common Stock.

(i) *Dividends.* Subject to the rights, if any, of the holders of Preferred Stock with respect to payment of dividends and the requirements, if any, with respect to the setting aside of sums as sinking funds or redemption or purchase accounts for the benefit of such holders, the holders of Class A Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the board of directors of the Corporation (the "Board of Directors") out of the assets which are legally available therefor. Any such dividends shall be divided among the holders of Class A Common Stock on a pro rata basis.

(ii) *Liquidation.* In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary ("Liquidation"), after payment or provision for payment of the debts and liabilities of the Corporation and after distribution to the holders of Preferred Stock of the amounts fixed by the Board of Directors from time to time, the holders of Class A Common Stock shall be entitled to receive all the remaining assets of the Corporation, tangible and intangible, of whatever kind for distribution to shareholders of the Corporation. Any such assets shall be divided among the holders of Class A Common Stock on a pro rata basis.

(iii) *Voting.* Except as may otherwise be required by law and subject to the rights of holders of Preferred Stock fixed by the Board of Directors from time to time, each holder of Class A Common Stock shall have one vote for each share of Class A Common Stock held by such holder on each matter submitted to a vote of the shareholders of the Corporation.

(b) Class B Common Stock.

(i) *Dividends.* The holders of Class B Common Stock shall be entitled to receive dividends to the same extent as holders of Class A Common Stock as stated in paragraph 2(a)(i) of these Restated Articles.

(ii) *Liquidation.* The holders of Class B Common Stock shall be entitled to receive assets of the Corporation upon Liquidation to the same extent as holders of Class A Common Stock as stated in paragraph 2(a)(ii) of these Restated Articles.

(iii) *Voting.* Except as may otherwise be required by law, each holder of Class B Common Stock shall have no voting rights whatsoever.

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3. Preferred Stock

(a) **General.** Shares of Preferred Stock may be issued from time to time in one or more series, with the shares of each series to have any preferences, limitations, and relative rights as are stated in any resolution or resolutions duly adopted by the Board of Directors as hereinafter prescribed (a "Preferred Stock Designation").

(b) **Authority of Board of Directors; Preferred Stock Designation.** Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of Preferred Stock from time to time in one or more series, and with respect to each series of Preferred Stock, to fix and state by resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) Whether or not the series is to have voting rights, full, special or limited, or is to be without voting rights, and whether or not such series is to be entitled to vote as a separate class either alone or together with the holders of one or more other classes or series of Preferred Stock;

(ii) the number of shares to constitute the series and the designations thereof;

(iii) the preferences and relative, participating, optional, or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any series; and

(iv) any other special rights and protective provisions with respect to any series that the Board of Directors may deem advisable in their absolute discretion.

(c) **Separate Series; Increase or Decrease in Authorized Shares.** The shares of each series of Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects and in any other manner. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing series by a resolution adding to such series, authorized and unissued shares of Preferred Stock not designated for any other series. Unless otherwise provided in the Preferred Stock Designation, the Board of Directors may decrease the number of shares of Preferred Stock designated for any existing series by a resolution subtracting from such series authorized and unissued shares of Preferred Stock designated for such existing series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

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4. General

(a) Subject to the foregoing provisions of these Restated Articles, the Corporation may issue shares of Preferred Stock and Common Stock from time to time for such consideration as may be fixed from time to time by the Board of Directors, which is expressly authorized to fix the same in its absolute discretion. Shares so issued for which consideration shall have been paid or delivered to the Corporation shall be deemed fully paid stock and shall not be liable for any further call or assessment thereon.

(b) Subject to the provisions of these Restated Articles, the Corporation shall have authority to create and issue rights and options entitling their holders to purchase shares of the stock of the Corporation of any class or series, or other securities of the Corporation, and such rights and options shall be evidenced by instruments approved by the Board of Directors. The Board of Directors shall be empowered to set the exercise price, duration, times for exercise and other terms of such rights or options.

(c) The number of votes cast for the amendments set forth in this Article IV by the shareholders of the Corporation in the manner required by Chapter 607 of the Florida Business Corporation Act and the Original Articles was sufficient for the approval of such amendments. Such amendments were duly adopted by the shareholders of the Corporation on May 21, 2024.

ARTICLE V

The name and Florida street address of the registered agent is:

**TIMOTHY SPARKS
1211 BRICKELL AVE BRICKELL
SUITE 900
MIAMI, FL 33131**

By his signature below, such registered agent hereby certifies that he is familiar with and accepts the responsibilities of registered agent.


Timothy Sparks

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ARTICLE VI

The name and address of the incorporator is:

TIMOTHY SPARKS
1211 BRICKELL AVE BRICKELL
SUITE 900
MIAMI, FL 33131


Timothy Sparks

ARTICLE VII

Initial Officers and Directors. The initial officers and directors of the Corporation are:

Title: CEO, DIRECTOR
TIMOTHY SPARKS
6739 SW 141ST STREET
MIAMI, FL 33158 US

Title: CLO, DIRECTOR
MARC BONORINO
1111 BRICKELL BAY DR
SUITE 2911
MIAMI, FL 33131 US

Title: CTO, DIRECTOR
PIERRE-GUILLEMETTE
259 RUE DES LOUVETEAUX
GATINEAU, QC J9J-L1 CA

Title: CFO, DIRECTOR
YOUSSEF ISMAEL YOUSSEF
101 BONNYVIEW DR
TORONTO, ON M8Y 3G8 CA

ARTICLE VIII

The effective date for the Corporation shall be 4/02/2024.

These Restated Articles consolidate all amendments to the Original Articles into a single document.

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EXECUTED on May 21, 2024.

By: 
Timothy Sparks, CEO

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