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Phone : (813)229-7600
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FLORIDA PROFIT/NON PROFIT CORPORATION
Merchant Venture Corporation

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DIVISION OF CORPORATIONS
COMMERCIAL
REGISTRATION SERVICES

ARTICLES OF INCORPORATION
OF
MERCHANT VENTURE CORPORATION

The undersigned, for the purpose of forming a corporation (hereinafter referred to as the "**Corporation**"), under the provisions of Chapter 607 of the Florida Statutes, commonly known as the Florida Business Corporation Act (the "**FBCA**"), hereby agrees to the following:

ARTICLE I
NAME

The name of the Corporation is **Merchant Venture Corporation**.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and the mailing address is:

33 Charter Lane,
Charnock Richard, Chorley, PR7 4PA

ARTICLE III
DURATION

The Corporation shall have perpetual existence.

ARTICLE IV
PURPOSE AND POWERS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE V
CAPITAL STOCK

The authorized capital stock of the Corporation shall be One Thousand (1,000) shares of voting common stock having a par value of \$0.0001 each (the "**Shares**"). The Shares have unlimited voting rights and are entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VI
INITIAL DIRECTORS

The name and address of the initial Director of the Corporation is Graham Wallwork, 33 Charter Lane, Charnock Richard, Chorley, PR7 4PA. The initial Director shall serve until the earlier of his death, resignation or until his successor is elected and qualified.

ARTICLE VII
REGISTERED AGENT

The name of the initial registered agent of the Corporation shall be Michael H. Robbins. The initial office of the registered agent of the Corporation shall be c/o Shumaker, Loop & Kendrick, LLP, 101 E. Kennedy Boulevard, Suite 2800, Tampa, FL 33602.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is Graham Wallwork, 33 Charter Lane, Charnock Richard, Chorley, PR7 4PA.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereinafter in effect) any person made, or threatened to be made, a party to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that the person is or was a director or officer of the Corporation, or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. The indemnification to be provided hereunder shall inure to the benefit of the heirs, executors and administrators of each such director or officer. Nothing contained herein shall affect any rights to indemnification to which persons other than directors and officers of the Corporation (and the heirs, executors and administrators of such directors and officers) may be entitled by law. No amendment or repeal of this Article VII shall apply to or have any effect on any right to indemnification provided hereunder with respect to any act or omission occurring prior to such amendment or repeal.

ARTICLE X
BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation following the filing of these Articles of Incorporation. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

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ARTICLE XI
AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and to add by amendment provisions to these Articles of Incorporation, all in the manner now or hereafter prescribed by the FBCA. All rights conferred in these Articles of Incorporation on shareholders of the Corporation are granted subject to this reservation.

ARTICLE XII
LIABILITY FOR MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of May 2024.

DocuSigned by:
Graham Wallwork

Graham Wallwork
Incorporator

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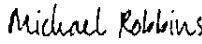
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **Merchant Venture Corporation**
2. The name and street address of the registered agent and office in the State of Florida are:

Michael H. Robbins, Esq.
 101 East Kennedy Blvd., Suite 2800
 Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DocuSigned by:

 Michael H. Robbins, Esq.
 Registered Agent

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