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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FAIRMONT GROUP INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the undersigned, being the President of FAIRMONT GROUP INC., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Articles of Incorporation of the Corporation were originally filed with the Florida Department of State, Division of Corporations, on June 21, 2024.

SECOND: These Amended and Restated Articles of Incorporation were adopted and approved on July 16, 2024 by the Corporation's board of directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. These Amended and Restated Articles of Incorporation were approved by the shareholders pursuant to a written consent in lieu of a meeting dated July 16, 2024, and the votes cast for the amendment by the shareholders were sufficient for approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as follows:

**ARTICLE I: NAME**

The name of the corporation shall be FAIRMONT GROUP INC.

**ARTICLE II: ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 1801 NE 123rd Street, Suite 307, North Miami, Florida 33181.

The mailing address of the Corporation is 3109 Grand Avenue, Suite 475, Miami, Florida 33133.

**ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV: CAPITAL STOCK**

Section 1. Authorized Shares. The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 495,000, consisting of (i) 400,000 shares of common stock with no par value and (ii) 95,000 shares of preferred stock with no par value, in each case divided into classes and series as follows:

- (a) 335,000 shares of common stock with no par value designated as "Series A-1 Common Stock";
- (b) 65,000 shares of common stock with no par value designated as "Series A-2 Common Stock";
- (c) 30,000 shares of preferred stock with no par value designated as "Series B Preferred Stock";
- (d) 32,500 shares of preferred stock with no par value designated as "Series C-1 Preferred Stock"; and
- (e) 32,500 shares of preferred stock with no par value designated as "Series C-2 Preferred Stock".

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The Series A-1 Common Stock and the Series A-2 Common Stock are collectively referred to herein as the "Series A Common Stock". The Series C-1 Preferred Stock and the Series C-2 Preferred Stock are collectively referred to herein as the "Series C Preferred Stock".

Section 2. Provisions Relating to Shares. The designation, relative rights, preferences and liabilities of each class of stock, itemized by class, shall be as follows:

(a) Provisions Relating to Shares of Series A Common Stock.

- i. Dividends. The holders of the Series A Common Stock shall not be entitled to dividends until and unless determined by the board of directors of the Corporation. Any such dividends shall be paid from distributions of the Corporation's funds that are legally available for the payment of dividends. No dividends on the Series A Common Stock will be declared or payable unless and until the payment in full of the Senior Secured Term Loan (defined below).
- ii. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation or any merger or consolidation (other than one in which shareholders of the Corporation own a majority by voting power of the outstanding shares of the surviving or acquiring corporation) or any sale, lease, transfer, exclusive license or other disposition of all or substantially all of the assets of the Corporation or its subsidiary (each, a "Deemed Liquidation Event"), and after payment of all outstanding debt of the Corporation and payment to the holders of Series B Preferred Stock and the Series C Preferred Stock of the full amount of the Series B Liquidation Preference (defined below) and the Series C Liquidation Preference (defined below), respectively, and the payment of any and all accrued and unpaid Series B Preferred Stock Dividends (defined below), any remaining assets of the Corporation shall be distributed with equal priority and pro rata among the holders of the Series A Common Stock according to the number of shares of Series A Common Stock held by each such holder.
- iii. Conversion. The Series A Common Stock is not convertible at the option of the holder thereof.
- iv. Voting rights. Each holder of Series A Common Stock shall have the right to one vote per share of Series A Common Stock, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.
- v. Series A-1 Director. So long as any Series A-1 Common Stock remains outstanding, the holders of a majority of the then outstanding shares of Series A-1 Common Stock shall have the right to the exclusion of all other classes or series of the Corporation's capital stock, voting at a meeting of shareholders called for the purpose or by written consent, separately from all other classes or series of the Corporation's capital stock, to elect one (1) individual to serve on the board of directors (the "Series A-1 Director"). Any Series A-1 Director elected pursuant to this Section may be removed at any time without cause by, and only by, the vote, given at a meeting or by written consent, of the holders of a majority of the then outstanding shares of Series A-1 Common Stock. Any vacancy on the board of directors created by the resignation, removal, incapacity or death of any Series A-1 Director elected pursuant to this Section shall only be filled by the holders of a majority of the then outstanding shares of Series A-1 Common Stock.
- vi. Series A-1 Common Stock and Series A-2 Common Stock. Except as explicitly set forth herein, the Series A-1 Common Stock and the Series A-2 Common Stock shall have the

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same rights, preferences and privileges and the Series A-1 Common Stock shall rank on a pari passu basis to the Series A-2 Common Stock.

(b) Provisions Relating to Shares of Series B Preferred Stock.

- i. Dividends. The holders of the Series B Preferred Stock shall be entitled to a cumulative annual dividend of ten percent (10%) of the original issue price of the shares of Series B Preferred Stock, payable in kind, accruing from the date of issuance of such stock until the Senior Secured Term Loan is fully repaid (the "Series B Preferred Stock Dividends"). Upon full repayment of the Senior Secured Term Loan, the dividend shall be payable in cash on an annual basis. The "Senior Secured Term Loan" means that certain term loan made by Northwest Bank, N.A. to the Corporation on July 16, 2024 as the same now exists or may hereafter be amended, modified, supplemented, extended, renewed, restated, refinanced or otherwise replaced.
- ii. Liquidation. Upon any Deemed Liquidation Event, the holders of the Series B Preferred Stock shall be entitled to receive, after payment of all outstanding debt of the Corporation, on a pari passu basis with the Series C Preferred Stock, distributions out of the assets legally available for such distributions the Series B Liquidation Preference specified for each share of Series B Preferred Stock then held by them before any payment shall be made or any assets distributed to the holders of Series A Common Stock. "Series B Liquidation Preference" means, with respect to each share of Series B Preferred Stock, an amount per share of such Series B Preferred Stock equal to the original issue price of such share of Series B Preferred Stock. In the event the assets of the Corporation are insufficient to pay the amounts owed to holders of Series B Preferred Stock and the Series C Preferred Stock, upon any Deemed Liquidation Event, all available assets shall be paid ratably to the holders of Series B Preferred Stock and the Series C Preferred Stock, on a pari passu basis, and the holders of Series A Common Stock shall receive nothing. After the payment to the holders of Series B Preferred Stock and the Series C Preferred Stock of the full amount of the Series B Liquidation Preference and the Series C Liquidation Preference (defined below), respectively, any remaining assets of the Corporation shall be distributed to the holders of Series B Preferred Stock until such holder has received a return equal to all accrued and unpaid Series B Preferred Stock Dividends. Thereafter, any remaining assets of the Corporation shall be distributed with equal priority and pro rata among the holders of the Series A Common Stock according to the number of shares of Series A Common Stock held by each such holder.
- iii. Conversion. The shares of Series B Preferred Stock may not be converted into shares of Series A-1 Common Stock.
- iv. Voting Rights. Except as expressly required by law or expressly set forth herein, the holder of the shares of the Series B Preferred Stock (in such capacity) shall not be entitled to vote on any matter presented to shareholders of the Corporation.
- v. Series B Director. So long as any Series B Preferred Stock remains outstanding, the holders of a majority of the then outstanding shares of Series B Preferred Stock shall have the right to the exclusion of all other classes or series of the Corporation's capital stock, voting at a meeting of shareholders called for the purpose or by written consent, separately from the Series C Preferred Stock and all other classes or series of capital stock, to elect one (1) individual to serve on the board of directors (the "Series B Director"). Any Series B Director elected pursuant to this Section may be removed at any time without cause by, and only by, the vote, given at a meeting or by written consent, of the holders of a majority

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of the then outstanding shares of Series B Preferred Stock. Any vacancy on the board of directors created by the resignation, removal, incapacity or death of any Series B Director elected pursuant to this Section shall only be filled by the holders of a majority of the then outstanding shares of Series B Preferred Stock.

- vi. Redemption. Upon full repayment of the Senior Secured Term Loan, the holders of Series B Preferred Stock shall have the right to require the Corporation redeem all of such holder's Series B Preferred Stock out of funds lawfully available therefor in accordance with the terms of this Section (the "Series B Redemption"). The price per share for any such redemption shall be equal to the original purchase price of such share at issuance (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting the number of shares issued and outstanding) plus the amount of aggregate dividends accrued but unpaid thereon. Any holder of Series B Preferred Stock may exercise the holder's redemption right under this Section by delivering to the Corporation at its principal office a written notice stating the holder's intention to exercise the holder's redemption right and the number of the holder's shares of Series B Preferred Stock to be redeemed. The Corporation shall be obligated to redeem the total number of shares of Series B Preferred Stock on or before the date that is 90 days following the Corporation's receipt of the redemption request, by payment of the redemption price to the extent not prohibited by Florida law governing distributions to shareholders. If the funds of the Corporation legally available for redemption by the holder of the Series B Preferred Stock pursuant to this Section on any redemption date are insufficient to redeem all shares of the Series B Preferred Stock being redeemed by the Corporation on such date, those funds which are legally available will be used first to redeem, on a pro rata basis from the holders thereof based on the number of shares of Series B Preferred Stock then held, the maximum possible number of shares of the Series B Preferred Stock being redeemed in accordance with the aggregate redemption proceeds payable with respect to the shares of Series B Preferred Stock to be redeemed. At any time thereafter when additional funds of the Corporation become legally available for the redemption of the Series B Preferred Stock, such funds will be used to redeem the balance of the shares of Series B Preferred Stock which the Corporation was theretofore obligated to redeem as provided in the immediately preceding sentence. Any shares of Series B Preferred Stock which are not redeemed as a result of the circumstances of insufficient funds described above shall remain outstanding until such shares shall have been redeemed and the redemption price therefor, as applicable, shall have been paid or set aside for payment in full. After the receipt by the Corporation of a redemption request pursuant to this Section, unless and until the full redemption price for the shares of Series B Preferred Stock to be redeemed on any redemption date has been paid to the holders requesting such redemption, (i) no dividends shall be paid or declared or set aside for payment or other distribution upon any capital stock of the Corporation and (ii) no shares of capital stock of the Corporation shall be redeemed, retired, purchased or otherwise acquired for any consideration by the Corporation or any subsidiary (except by conversion into or exchange of the Series C Preferred Stock for shares of Series A-2 Common Stock). Effective immediately prior to the close of business on the redemption date for any shares of Series B Preferred Stock redeemed pursuant to this Section, dividends shall no longer accrue or be declared on any such shares of Series B Preferred Stock, and such shares of Series B Preferred Stock shall cease to be outstanding. Upon such redemption, each holder of Series B Preferred Stock will cease to have any rights to as a shareholder of the Corporation, including to elect, remove or replace any Series B Director and such director seat shall be vacated upon the full redemption of the Series B Preferred Stock.

(c) Provisions Relating to Shares of Series C Preferred Stock.

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- i. Dividends. The Series C Preferred Stock shall be entitled to participate on an "as converted" basis with all dividends declared on the Series A-1 Common Stock.
- ii. Liquidation. Upon any Deemed Liquidation Event, the holders of the Series C Preferred Stock shall be entitled to receive, after payment of all outstanding debt of the Corporation, on a pari passu basis with the Series B Preferred Stock, distributions out of the assets legally available for such distributions the Series C Liquidation Preference specified for each share of Series C Preferred Stock then held by them before any payment shall be made or any assets distributed for payment of the accrued and unpaid Series B Preferred Stock Dividends or to the holders of Series A Common Stock. "Series C Liquidation Preference" means, with respect to each share of Series C Preferred Stock, an amount per share of such Series C Preferred Stock equal to the original issue price of such share of Series C Preferred Stock, provided, however, that the Series C Liquidation Preference of the Series C Preferred Stock shall be reduced on a dollar-for-dollar basis by the amount of dividends previously distributed to such holders of Series C Preferred Stock on distributions made on the Series C Preferred Stock or made on an "as converted basis" with the Series A-1 Common Stock or otherwise paid on shares of Series A-2 Common Stock converted from such shares of Series C Preferred Stock in each case prior to the date of the Deemed Liquidation Event. In the event the assets of the Corporation are insufficient to pay the amounts owed to holders of Series C Preferred Stock and the Series B Preferred Stock upon any Deemed Liquidation Event, all available assets shall be paid ratably to the holders of Series C Preferred Stock and the Series B Preferred Stock, on a pari passu basis, and the holders of Series A Common Stock shall receive nothing. After the payment to the holders of Series C Preferred Stock and the Series B Preferred Stock of the full amount of the Series C Liquidation Preference and the Series B Liquidation Preference, respectively, any remaining assets of the Corporation shall be distributed to the holders of Series B Preferred Stock until such holder has received a return equal to all accrued and unpaid Series B Preferred Stock Dividends. Thereafter, any remaining assets of the Corporation shall be distributed with equal priority and pro rata among the holders of the Series A Common Stock according to the number of shares of Series A Common Stock held by each such holder.
- iii. Conversion. The holders of Series C-2 Preferred Stock, on a collective basis, shall have the right, but not the obligation, to convert all, but not less than all, of the then issued and outstanding shares of Series C Preferred Stock into shares of Series A-2 Common Stock (the "Conversion Shares") at a conversion rate that results in the holders of Series C Preferred Stock collectively owning thirty-two and a half percent (32.5%) of the outstanding Series A Common Stock on a fully-diluted basis immediately following such conversion based on an aggregate original issue price of the Series C Preferred Stock equal to \$2,000,000, which conversion percentage shall be ratably reduced if the actual aggregate original issue price of the Series C Preferred Stock is below such value (e.g., if the aggregate original issue price of the Series C Preferred Stock equals \$1,000,000, then the resulting conversion rate shall be sixteen and a quarter percent (16.25%) of the outstanding Series A Common Stock on a fully-diluted basis immediately following such conversion), disregarding for such purpose any Series C Preferred Stock then held by such holders but including for such purpose any outstanding warrants (including warrants exercisable upon conversion of the Series C Preferred Stock) or options to purchase Series A-1 Common Stock issued by the Corporation (the "Conversion Percentage"). In the event conversion occurs following repayment of the full Series C Liquidation Preference, the Conversion Shares shall be allocated 80% to the Series C-1 Preferred Stock and 20% to the Series C-2 Preferred Stock. In the event conversion of the Series C Preferred Stock occurs prior to payment of the Series C Liquidation Preference, the Conversion Shares shall be allocated

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such that (i) first, the Series C-1 Preferred Stock receives a number of Conversion Shares equal to the Series C Liquidation Preference divided by the fair market value of a share of Series A-2 Common Stock at the time of conversion (as determined in good faith by the Series A-2 Director), then (ii) the remaining Conversion Shares shall be allocated 80% to the Series C-1 Preferred Stock and 20% to the Series C-2 Preferred Stock. The right to convert may be exercised by delivering a written notice to the Corporation at least ten (10) days prior to the proposed conversion date. Upon such conversion, the holders of shares of Series C Preferred Stock shall forego their right to the Series C Liquidation Preference. If, (i) upon any Deemed Liquidation Event and (ii) the earlier conversion of the Series C Preferred Stock into Series A-2 Common Stock pursuant to this Section, the funds to be distributed among the holders of the Series A-2 Common Stock is insufficient to permit the payment to such former holders of the Series C Preferred Stock of an amount equal to the Series C Liquidation Preference, including for such calculations any and all amounts of dividends previously distributed to such holders whether as holders of Series C Preferred Stock or as holders of Series A-2 Common Stock (the "Series C Minimum Threshold Amount"), then the funds legally available for distribution to the Series A Common Stock shall be distributed first to the Series A-2 Common Stock until such holders receive an amount equal to the Series C Minimum Threshold Amount and thereafter with equal priority and pro rata among the holders of the Series A-1 Common Stock and Series A-2 Common Stock.

- iv. Series C-1 Preferred Stock and Series C-2 Preferred Stock. Notwithstanding anything herein to the contrary, the Series C Liquidation Preference shall be paid exclusively to the holders of the Series C-1 Preferred Stock and no payment thereof shall be paid to the holders of the Series C-2 Preferred Stock, provided further that any dividends or other amounts paid to the Series C Preferred Stock in excess of the Series C Liquidation Preference shall be paid and allocated 80% to the Series C-1 Preferred Stock and 20% to the Series C-2 Preferred Stock.
- v. Voting rights. The holder of the shares of the Series C-2 Preferred Stock (in such capacity) shall be entitled to vote the shares of Series C Preferred Stock together with the holders of the Series A Common Stock of the Corporation on any matter presented to or submitted to a vote of the holders of Series A Common Stock on an as converted basis (other than with respect to the election, removal or filling of any vacancy of the Series A-1 Director) and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.
- vi. Series C Director. So long as any Series C Preferred Stock remains outstanding, the holders of a majority of the then outstanding shares of Series C-2 Preferred Stock shall have the right to the exclusion of all other classes or series of the Corporation's capital stock, voting at a meeting of shareholders called for the purpose or by written consent, separately from the Series B Preferred Stock and all other classes or series of capital stock, to elect one (1) individual to serve on the board of directors (the "Series C Director"). Any Series C Director elected pursuant to this Section may be removed at any time without cause by, and only by, the vote, given at a meeting or by written consent, of the holders of a majority of the then outstanding shares of Series C-2 Preferred Stock. Any vacancy on the board of directors created by the resignation, removal, incapacity or death of any Series C Director elected pursuant to this Section shall only be filled by the holders of a majority of the then outstanding shares of Series C-2 Preferred Stock. Upon the conversion of the Series C Preferred Stock into Series A-2 Common Stock and for so long as any Series A-2 Common Stock remains outstanding, the holders of a majority of the then outstanding shares of

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Series A-2 Common Stock shall have the right to the exclusion of all other classes or series of the Corporation's capital stock, voting at a meeting of shareholders called for the purpose or by written consent, separately from all other classes or series of capital stock, to elect one (1) individual to serve on the board of directors (the "Series A-2 Director"). Any Series A-2 Director elected pursuant to this Section may be removed at any time without cause by, and only by, the vote, given at a meeting or by written consent, of the holders of a majority of the then outstanding shares of Series A-2 Common Stock. Any vacancy on the board of directors created by the resignation, removal, incapacity or death of any Series A-2 Director elected pursuant to this Section shall only be filled by the holders of a majority of the then outstanding shares of Series A-2 Common Stock. For the avoidance of doubt, upon conversion of all of the Series C Preferred Stock, the Series C Director shall automatically become and be designated as the Series A-2 Director and no additional directorship or board seat shall result from the conversion of the Series C Preferred Stock.

#### ARTICLE VII: BOARD OF DIRECTORS

The initial board of directors of the Corporation shall consist of three (3) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one.

#### ARTICLE VIII: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 3109 Grand Avenue, Suite 475, Miami, Florida 33133. The name of the registered agent of the Corporation at that office is Grovcar LLC.

#### ARTICLE IX: INCORPORATOR

The names and street address of the Corporation's incorporator is:

Martin Wentzel  
701 Brickell Key Boulevard  
Suite 903  
Miami, FL 33131

#### ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

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 action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that they, or a person for whom they are the legal representative, is 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 or of a partnership, joint venture, trust, 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. Any amendment, repeal, or modification of this Article X 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.

#### ARTICLE XII: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation, effective as of this 16th day of July, 2024.

FAIRMONT GROUP INC.

By:   
Name: Martin Wentzel  
Title: President

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