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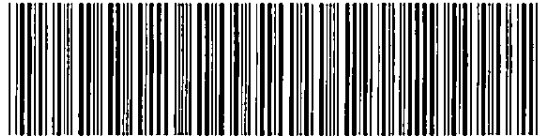
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CT CORP
(850) 656- 4724
3458 lakesore Drive
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Date: 07/08/2024
Acc#I20160000072

en: c DW

Name:	Newtown Ventures Holdings Inc.
Document #:	
Order #:	15739501

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Amount: \$ **128.75**

Thank you!

CERTIFICATE OF DOMESTICATION

The undersigned, being the sole member of the Board of Directors of NEWTOWN VENTURES HOLDINGS INC., a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was October 16, 2000.
2. The jurisdiction where the above-named corporation was first formed, incorporated, or otherwise came into being was in the British Virgin Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication is Newtown Ventures Holdings Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate, is Newtown Ventures Holdings Inc.
5. The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately prior to the filing of this Certificate of Domestication was the British Virgin Islands.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

We, Jose Attias Danon and Jaya Attias, being all of the members of the Board of Directors of Newtown Ventures Holdings Inc., are authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 3rd day of July, 2024.

NEWTOWN VENTURES HOLDINGS
INC., a British Virgin Islands corporation


Jose Attias Danon, Director


Jaya Attias, Director

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CLERK OF THE COURT
JAYAS ATTORNEY

ARTICLES OF INCORPORATION
OF
NEWTOWN VENTURES HOLDINGS INC.

ARTICLE I

The name of this corporation is Newtown Ventures Holdings Inc. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the Corporation is 3370 NE 190th St., #3115, Aventura, FL 33180.

ARTICLE IV

The Corporation shall have authority to issue One Hundred (100) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, FL 33324, and the name of its initial registered agent at such office is CT Corporation System.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until a successor has been duly elected and qualified. The initial directors of the Corporation are Jose Attias Danon and Jaya Attias, 3370 NE 190th St., #3115, Aventura, FL 33180.

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ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a 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 (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

The name of the Incorporator is Lourdes C. Cambo, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 S.E. 2nd Avenue, Suite 4400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Incorporation this 3rd day of July, 2024.

/s/ Lourdes C. Cambo

Lourdes C. Cambo
Incorporator

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MILAM, TEXAS

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of NEWTOWN VENTURES HOLDINGS INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CT Corporation System

By: /s/Madonna Cuddihy
Name: Madonna Cuddihy
Title: Special Assistant Secretary

Dated: July 3, 2024.

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TALLAHASSEE, FL