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Division of Corporations

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Account Name : SPIEGEL & UTRERA, P.A.
Account Number : FC4000000001
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FLORIDA PROFIT/NON PROFIT CORPORATION
PIKIEATS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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DECLARATION
Of
OFFICER/AUTHORIZED MEMBER
Of
PIKI EATS LLC a voluntarily dissolved
Florida limited liability company
Document number L18000151796

To Whom it may concern:

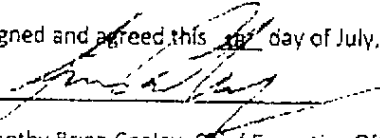
PIKI EATS LLC, Document Number L18000151796, was Voluntarily Dissolved on July 11, 2024.

The undersigned being the Chief Executive Officer, Authorized Member and Chief Financial Officer of the above-captioned voluntarily dissolved Florida Limited Liability company, hereby agree, acknowledge and declare that they have no plans to revoke the voluntary dissolution and reinstate the LLC.

WE would like immediately release the name PIKI EATS , in order to file a new company under the same name.

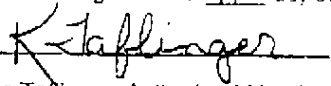
Respectfully submitted.

Signed and agreed this 10th day of July, 2024

By: 

Timothy Brian Conley, Chief Executive Officer

Signed and agreed this 19 day of July , 2024

By: 

Kate Taflinger, Authorized Member, Chief Financial Officer

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION**OF****PikiEats, Inc.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is PikiEats, Inc., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 15908 West Lake Drive Wimauma, Florida 33598 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22nd Street, 4th Floor
Miami, Florida 33145

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **two million one hundred thousand (2,100,000)** shares classified as follows:

5.1.1. One (1) million shares of common voting stock at the par value of \$0.0001 each;

5.1.2. One (1) million shares of common non-voting stock at the par value of \$0.0001 each; and

5.1.3. One Hundred (100) Thousand shares of non-participating preferred stock at the par value of \$10.00 each, and bearing 6% non-cumulative dividend rate.

5.2 **Voting and Non-Voting Authorized Shares.** The maximum number of Common shares of stock of the Corporation that may be issued is two (2) million, consisting of One (1) million voting common shares with a par value of \$0.0001 per share and One (1) million non-voting common shares with a par value of \$0.0001 per share. Each class of Common shares shall be identical in all respects, except that the non-voting shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of this state require that voting rights be granted to such non-voting shares.

5.3 **Voting.** All holders of shares of common voting stock, except where otherwise provided by law or by these Articles of Incorporation, shall be identical with each other in every respect and the holders of such common voting shares shall be entitled to have unlimited voting rights on all common

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5.4 The preferred shares shall carry no right to vote for the election of Directors of the Corporation and no right to vote on any matter presented to the Shareholders for their vote or approval, except only as the laws of the State of Florida require that voting be granted to such preferred shares, and.

5.4.1. The holders of preferred shares shall be entitled to a preference of dividends as declared by the Directors of the Corporation, payable either quarterly, semi-annually or annually as may be determined by the Directors of the Corporation. No dividends shall be paid to, or set apart for payment to common Shareholders unless preferred shares shall first have been paid, or declared and set apart for payment of dividends as may have been declared as set apart for payment of dividends as may have been declared by the Directors of the Corporation, and.

5.4.2. Upon Dissolution, whether voluntary or involuntary, the holders of preferred shares shall first be entitled to receive, out of the net assets of the Corporation, the par value of their shares. All of the assets, if any, thereafter remaining shall be distributed among the holders of the common shares. The consolidation or merger of the Corporation at any time, or from time to time, with any other Corporation or Corporations, or a sale of all of substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation or winding up of the Corporation within the meaning hereof.

5.5 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

5.6 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether new or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.7 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 6 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

H24000242392 3**ARTICLE 8 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

H24000242392 3**ARTICLE 9 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840

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5.4 The preferred shares shall carry no right to vote for the election of Directors of the Corporation and no right to vote on any matter presented to the Shareholders for their vote or approval, except only as the laws of the State of Florida require that voting be granted to such preferred shares, and,

5.4.1. The holders of preferred shares shall be entitled to a preference of dividends as declared by the Directors of the Corporation, payable either quarterly, semi-annually or annually as may be determined by the Directors of the Corporation. No dividends shall be paid to, or set apart for payment to common Shareholders unless preferred shares shall first have been paid, or declared and set apart for payment of dividends as may have been declared as set apart for payment of dividends as may have been declared by the Directors of the Corporation, and,

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5.5 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

5.6 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.7 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

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ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 11 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - EFFECTIVE DATE

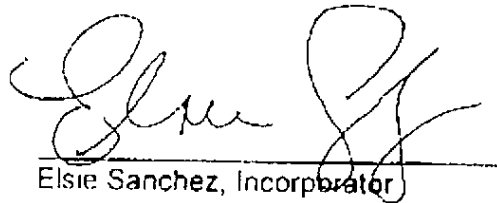
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7-17-2024.

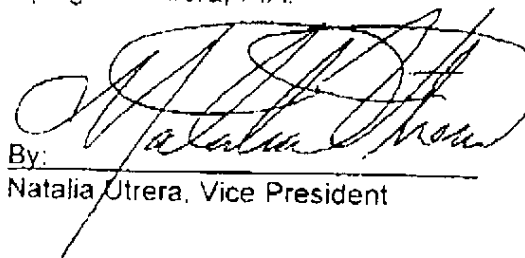


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.



By: Natalia Utrera, Vice President

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SPIEGEL & UTRERA, P.A.
LAWYERS

www.amerilawyer.com

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