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FLORIDA PROFIT/NON PROFIT CORPORATION  
5th Elements, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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SECRETARY OF STATE  
TALLAHASSEE, FL

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**ARTICLES OF INCORPORATION  
OF  
5TH ELEMENTS, INC.**

The undersigned Incorporator, a natural person competent to contract, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be 5TH ELEMENTS, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 1499 Southwest 30<sup>th</sup> Avenue, Suite 8, Boynton Beach, Florida 33426

**ARTICLE III  
NATURE OF CORPORATE BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be divided into ten million (10,000,000) shares as follows:

- a. Five million (5,000,000) shares of common stock having no par value; and
- b. Five million (5,000,000) shares of preferred stock having no par value.

The voting power of the shares of capital stock in this Corporation shall be vested wholly in the holders of the shares of common capital stock. The preferred capital stock shall have no voting power whatsoever. In the event of the liquidation or dissolution, or the winding up of the business affairs of the Corporation, the holders of the preferred shares of capital stock shall be and they are entitled to be paid first for the full and determined value of their shares, together with unpaid dividends up to the time of the payment; after the payment to the preferred stockholders, the remaining assets of the Corporation shall be distributed among the holders of the common capital stock to the extent of their respective shares. This Corporation shall

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have the right, at its option, to retire the preferred stock upon thirty (30) days notice, by a resolution of its Board of Directors, by paying for each share of preferred stock, the fair market value thereof.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of this Corporation is: 6536 Piemonte Drive, Boynton Beach, Florida 33472. The name of the initial Registered Agent of this Corporation at that address is Payman Moughaddas.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of at least one (1) member. The name and street address of the members of the Board of Directors is:

Payman Moughaddas  
6536 Piemonte Drive  
Boynton Beach, Florida 33472

The member of the Board of Directors shall hold office until his successor(s) is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

**ARTICLE VIII**  
**INCORPORATOR**

The name of the person signing these Restated and Amended Articles of Incorporation as the Incorporator is Payman Moughaddas and his street address is: 6536 Piemonte Drive, Boynton Beach, Florida 33472.

**ARTICLE IX**  
**INDEMNIFICATION**

This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal on this 31<sup>st</sup> day of October 2024.

**ARTICLE X**  
**RESTRAINT ON ALIENATION OF SHARES**

The Shareholders and/or Directors of this Corporation may, by resolution, restrict the right of any shareholder to sell or otherwise transfer any shares of the capital stock of this Corporation and providing for the purchase or redemption of shares in the event of any shareholder's death or disability.

DocuSigned by:

Payman Moughaddas

PAYMAN MOUGHADDAS  
Incorporator

**5TH ELEMENTS, INC.**  
**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 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 and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is 5TH ELEMENTS, INC.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Payman Moughaddas and his street address is: 6536 Piemonte Drive, Boynton Beach, Florida 33472.

5TH ELEMENTS, INC.

DocuSigned by:

Payman Moughaddas

By:

PAYMAN MOUGHADDAS  
Director

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named the Registered Agent of 5TH ELEMENTS, INC. the above stated 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, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.

October 31, 2024

DocuSigned by:

*Payman Moughaddas*

By: PAYMAN MOUGHADDAS

5TH ELEMENTS, INC.  
REGISTERED AGENT

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