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MERGER OR SHARE EXCHANGE

Tellus Newco, Inc.

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CLERK OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER****TELLUS HOLDINGS, LLC**
(a Florida limited liability company)**with and into**
TELLUS NEWCO, INC.
(a Florida corporation)

The following Articles of Merger are submitted in accordance with Section 605.1025 and 607.1105 of the Florida Statutes:

FIRST: The exact name, form/entity type and jurisdiction of the **Merging Entity** is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>FL Document No.</u>
Tellus Holdings, LLC	Florida	LLC	L16000085256

SECOND: The exact name, form/entity type and jurisdiction of the **Surviving Entity** is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>FL Document No.</u>
Tellus Newco, Inc.	Florida	Corporation	P24000071844

THIRD: The Agreement and Plan of Merger was approved by the sole member and board of managers of the Merging Entity on December 18, 2024 and meets the requirements of the applicable provisions of Chapter 605, of the Florida Statutes.

FOURTH: The Agreement and Plan was approved by sole shareholder and board of directors of the Surviving Entity, on December 18, 2024 and meets the requirement of the applicable provisions of Chapter 607, of the Florida Statutes.

FIFTH: The amendments to the Articles of incorporation of the Surviving Entity are attached as Exhibit A.

SIXTH: The effective date of the merger shall be the date and time these Articles of Merger are filed with the Florida Department of State.

[Signature Page Follows]

Dated: December 18, 2024

Merging Entity:

Tellus Holdings, LLC, a Florida
limited liability company

By: 
Armando A. Tabernilla
Vice President

Surviving Entity:

Tellus Newco, Inc., a Florida
corporation


By: 
Armando A. Tabernilla
Vice President

EXHIBIT A

TELLUS NEWCO, INC.
(a Florida corporation)

Articles of Amendment to Articles of Incorporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, Tellus Newco, Inc., a Florida corporation, adopts the following amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:


"ARTICLE I

The name of this corporation is **TELLUS HOLDINGS, INC."**

2. This amendment to the Articles of Incorporation was duly adopted on December 18, 2024 by the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Articles of Incorporation to be executed on this 18 day of December, 2024.

Tellus Newco, Inc.

By: 
Armando A. Tabernilla
Vice President