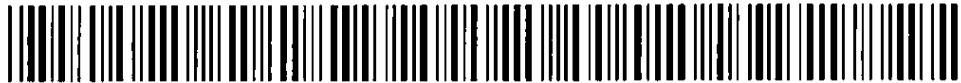


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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ADVANCED MAGNET LAB, INC.

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	\$43.75

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADVANCED MAGNET LAB, INC.**

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, Advanced Magnet Lab, Inc., a Florida corporation (the "Corporation"), hereby executes the following Amended and Restated Articles of Incorporation (these "Articles"), as of March 29, 2023, for filing with the Florida Department of State:

**ARTICLE I
NAME**

The name of the Corporation is Advanced Magnet Lab, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation, and the mailing address of the Corporation, is 1604 S Harbor City Blvd, Melbourne, FL 32901.

**ARTICLE III
AUTHORIZED SHARES**

3.1 Common Stock. The Corporation is authorized to issue one hundred million (100,000,000) shares of common stock, with a par value of \$.001 per share.

3.2 Preferred Stock. The aggregate number of shares of preferred stock the Corporation shall have the authority to issue is Twenty Million (20,000,000) with a par value of \$.001 ("Preferred Stock") upon such terms and conditions, including dividend preferences and conversion privileges as may be authorized by the Board of Directors of the Corporation. The Board of Directors is authorized to determine and alter the rights, preferences, privileges, and restrictions granted to and imposed upon any wholly unissued series within a class of Preferred Stock, including preference with respect to any other series within such class of Preferred Stock, and to fix the number of shares and designation of any such series of Preferred Stock. The Board of Directors within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. The balance of the shares of authorized preferred stock may be divided into such number of series as the Board of Directors may determine.

Of the authorized shares of preferred stock, Four Hundred Fifty-Five Thousand Seven Hundred Five (455,705) are hereby designated as "Series A Preferred Stock" with the rights, preferences, privileges, and restrictions as set forth herein.

Of the authorized shares of preferred stock, One Million Six Hundred Thousand (1,600,000) are hereby designated as "Series B Preferred Stock" with the rights preferences, privileges, and restrictions as set forth herein.

3.3 Voting Rights.

(a) The holders of shares of Common Stock shall be entitled to one (1) vote for each share of Common Stock held.

(b) The holders of Series A Preferred Stock shares shall be entitled to the number of votes equal to the number of shares of common stock into which such shares of Series A Preferred Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the common stock (except as otherwise expressly provided herein or required by law, voting together with the common stock as a single class) and shall be entitled to notice of any shareholders meeting in accordance with the bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from conversion calculation (after aggregating all shares of Common Stock into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(c) The holders of Series B Preferred Stock shares shall not be entitled to notice of any shareholders meeting and shall have no voting rights. Further, to the extent that such Series B Preferred Stock is converted into shares of Common Stock pursuant to the rights described herein, holders of such shares shall not be entitled to a vote until such a time as the redemption period provided for herein shall have expired.

3.4 Series A Preferred Stock. The rights preferences, privileges, restrictions, and other matters relating to Series A Preferred Stock are as follows:

(a) Dividends. The holders of the outstanding Series A Preferred Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors out of any assets at the time legally available therefore, dividends in cash before any dividend of equal or lesser amount is paid on the common stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividend paid on the common stock, and shall be payable only when and if declared by the Board of Directors.

(b) Amalgamation. If, whenever shares of Series A Preferred Stock, which are convertible into shares of Common Stock, are outstanding, the Corporation increases the number of shares of Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or shall subdivide its Common Stock into a greater number of shares of Common Stock, or shall have combined its Common Stock into a smaller number of shares of Common Stock, appropriate adjustment shall be made in the conversion rate so as to make each share of Series A Preferred Stock convertible into the same proportionate amount of common stock as it would have been convertible into in the absence of such dividend, subdivision, or combination.

(c) Liquidation Preference.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a liquidation ("Liquidation") the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of common stock by reason of their ownership thereof, an amount equal to \$4.25 per share of Series A Preferred Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (the "Series A Preferred Amount").

(ii) If upon the occurrence of a Liquidation, the assets and funds thus distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payment of such holders of the full Series A Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed on a pro rata per Series A Preferred Stock share basis.

(d) Conversion. The holders of Series A Preferred Stock shall have conversion rights as follows (the "Series A Conversion Rights"):

(i) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock subject to the appropriate adjustments set forth in Section 3.4(b).

(ii) Conversion by the Vote of the Holders of Series A Preferred Stock. Each share of Series A Preferred Stock shall be converted into one share of Common Stock, subject to the appropriate adjustments set forth in Section 3.4(b), upon the vote of the holders of at least two-thirds (2/3) of the outstanding Series A Preferred Stock.

(iii) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into one share of common stock, subject to the appropriate adjustment set forth in Section 3.4(b), immediately upon the closing of the sale of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended (the "Act"), other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereof) or to an employee benefit plan.

3.5 Series B Preferred Stock.

(a) Designation and Rank. Series B Preferred Stock shall be senior to all other series and classes of the Corporation's Common Stock. Further, the rights, preferences, and

privileges of any class or series of Common Stock established prior to or after the date of August 3, 2017 Consent, which may be issued and outstanding subsequent to the date hereof, shall be junior to the Series B Preferred Stock in priority to liquidation, conversion, and preferences.

(b) Dividend Interest and Rights. Series B Preferred Stock bears an interest of 8% per annum. Such Interest shall accrue and be paid in cash or in shares of Common Stock, at the option of the Corporation, at the end of five years from the date of issuance of the Preferred Stock. After five (5) years, on any shares of Preferred Stock outstanding, such interest shall be paid annually in cash or shares of Common Stock at the option of the Corporation. Holders of Series B Preferred Stock shall not be entitled to receive dividend or other distributions with the holders of Common Stock.

(c) Conversion into Common Stock.

(i) Conversion. Subject to the redemption rights of the Corporation as provided herein, 1,600,000 shares of Series B Preferred Stock shall be convertible, at the option of the holder thereof and subject to the notice of Section 3.5(c)(ii), at any time following the issuance of such shares of Series B Preferred Stock into One Million Six Hundred Thousand shares of fully paid and non-assessable shares of Common Stock. Holders of the Series B Preferred Stock have the option to convert into shares of Common Stock at a price of \$5.00 per share.

(ii) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series B Preferred Stock, and the number of shares of Common Stock to be issued shall be determined by rounding to the nearest whole share (a half share being treated as a full share for this purpose). Such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock the holder has at the time and is converting into Common Stock, and such rounding shall apply to the number of share of Common Stock issuable upon aggregate conversion. Before any holder of Series B Preferred Stock shall be entitled to convert, such holder shall surrender the certificate or certificates representing the share of Series B Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or of any transfer agent and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled. The Corporation shall, as soon as practicable after the delivery of such certificates and notice or such agreement and indemnification in the case of a lost, stolen, or destroyed certificate, issue and deliver to such holder of Series B Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion of fractional shares

of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Preferred Stock to be converted.

(iii) Adjustments to Conversion Price - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property of the Corporation to another corporation for cash, or in the case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series B Preferred Stock at least thirty (30) days prior to the consummation of such event, a notice thereof and each such holder shall have the option to either (i) convert such holder's shares of Series B Preferred Stock into shares of Common Stock pursuant to this 3.5(c)(iii) and thereafter receive the number of shares of Common Stock or other securities or property, or cash as the case may be, to which a holder of the number of shares of Common Stock deliverable upon conversion of such shares of Series B Preferred Stock would have been entitled upon conversion immediately preceding such consolidation, merger, ~~or~~ conveyance, or (ii) exercise such holder's rights pursuant to Article III Section (h) below: provided however that the shares of Series B Preferred Stock shall not be subject to or affected by reason of any reverse stock split effected prior to or as a result of any reorganization.

(d) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or by amendment to the First Amended and Restated Certificate of Designation of the Rights, Privileges, Preferences and Restrictions of Series B 8% Convertible Preferred Stock establishing the Series B Preferred Stock, which shall be prepared as a separate document and filed with the requisite regulatory agencies and state registry, or by resolutions adopted subsequent to the date hereof, or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue some or all of any class of its securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 3.5(d), and in the taking of all such action as may be necessary or appropriate in order to protect against impairment the conversion rights of the holders of shares of the Series B Preferred Stock.

(e) Reissuance of Certificates upon Adjustment. Upon the occurrence of an adjustment or readjustment of the Conversion Price of the Series B Preferred Stock pursuant to Section 3.5(c), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of shares of Series B Preferred Stock, a Certificate setting forth such adjustment or readjustment of the shares of Series B Preferred Stock, and the calculation on which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time by any holder of Series B Preferred Stock, furnish or cause to be furnished to all holders a replacement certificate setting forth (i) such adjustments and readjustments, and

(ii) the number of shares of Common Stock and the interest or amount, as the case may be, of other cash or property, which at the time would be received upon the conversion of the Series B Preferred Stock.

(f) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend which is the same as cash dividends paid in previous quarter) or other distribution, the Corporation shall mail to each holder of shares of Series B Preferred Stock at least ten (10) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

(g) Common Stock Reserved. The Corporation shall take such action as is necessary, and to amend the Articles of Incorporation, if required, to have authorized such number of shares of Common Stock as shall from time to time be sufficient to effect (a) conversion of the Series B Preferred Stock into Common Stock, that number of shares of Common Stock underlying outstanding options, warrants or other rights to acquire Common Stock granted by the Corporation. Shares sufficient to effect the conversion of Series B Preferred Stock may be issued and held in escrow subject to the terms hereof upon the sale of the Series B Preferred Stock.

(b) Liquidation Preference In the event of any Liquidation, the assets of the Corporation available for distribution to its shareholders shall be distributed to the Corporation's shareholders as follows:

(i) The holders of shares of the Series B Preferred Stock shall be entitled to receive, prior to the holders of the Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of common stock of the Corporation by reason of their ownership of such stock, an amount equal to Five Dollars (\$5.00) per share with respect to each share of Series B Preferred Stock owned as of the date of Liquidation, plus all declared but unpaid dividends with respect to such shares (the "Series B Preferred Amount"), and thereafter they shall share in the net Liquidation proceeds on an "as converted basis" pari passu with the holders of the Common Stock.

(ii) If Upon occurrence of a Liquidation, the assets and funds thus distributed among the holders of Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full Series B Preferred Amount in a Liquidation, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of Series B Preferred Stock pro rata in proportion to the amounts to which they would otherwise be respectively entitled as if such holders of shares of Series B Preferred Stock had converted such shares into shares of Common Stock prior to any distribution.

(iii) After the payment of the full amounts of to the holders of Series B Preferred Stock as set forth in this Section 3.5(h), any remaining assets of the Corporation shall be distributed pro rata to the holders of all other classes of Preferred Stock and Common Stock (in the case of any Preferred Stock, on an "as converted" basis) into Common Stock).

(iv) Definition of Liquidation. For the purposes of Section 3.5(h), and unless a majority of the holders of shares of Series B Preferred Stock affirmatively vote or agree by written consent to the contrary, the definition of "Liquidation" shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's shareholders of record as constituted immediately prior to such acquisition or sale, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty-one percent (51%) of the voting power of the surviving or acquiring entity.

(v) Distribution upon Sales or Liquidation other than Securities. If any of the assets of the Corporation are to be distributed other than in cash under this Section 3.5(h), then the Board of Directors of the Corporation shall promptly engage recognized independent appraisers to determine the value of the assets to be distributed. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock and Common Stock of the appraiser's valuation.

(vi) The liquidation preference for all series of Preferred Stock shall be pari passu.

(i) Optional Redemption by the Corporation. Notwithstanding any other provision of this Agreement and except as otherwise required by law, for a period of three years from the date of issuance of the Series B Preferred Stock, the Corporation shall have the option to redeem all of the outstanding shares of Series B Preferred Stock at any time on an "all or nothing" basis beginning ten (10) business days following notice by the Corporation, at a redemption price of Six Dollars and 80 cents (\$6.80) per share. Redemption payments shall only be made in cash after a sixty (60) day notice by the Corporation to redeem, allowing this period for holders of Series B Preferred Stock to convert their shares. The Company shall have the right to redeem the shares of Preferred Stock from month 36 through month 48 at a share price of \$7.62 and from month 48 through month 60 at a share price of \$8.53, both following a 60-day notice to allow the holders of such Series B Preferred Stock to voluntarily convert their shares of Series B Preferred Stock.

(j) Protective Covenants. In addition to any other rights provided by law to the holders of the Corporation's Common Stock and the Preferred Stock, for as long as shares of the Series B Preferred Stock or any shares thereof remain outstanding, the Corporation

shall not do any of the following without first obtaining the affirmative vote by written consent of the holders of a majority of the then outstanding shares of Series B Preferred Stock.

(i) amend the Corporation's Articles of Incorporation, amend or increase the size of any incentive stock compensation plan(s) or other similar arrangements, or make any distributions or redemption or repurchase of stock options or warrants to purchase stock of the Corporation; or

(ii) make material changes to the business of the Corporation; or

(iii) make any changes to the terms of the Series B Preferred Stock or to the Corporation's Articles of Incorporation or Bylaws; or

(iv) create any other class or series of Common or Preferred Stock; or

(v) create or modify the terms, rights and preferences of any class of shares now authorized, or authorized or created subsequent to the date hereof, having preferences over or being on a parity with the Series B Preferred Stock as to dividends, liquidation, conversion or any other right and privilege of the Series B Preferred Stock, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof, are to be used first for the retirement of all Series B Preferred Stock then outstanding.

A violation or breach of any of the above covenants shall constitute an event of default of these Protective Covenants (each an "Event of Default").

(k) Reissuance. The shares of Series B Preferred Stock acquired by the Corporation by reason of conversion or otherwise can be reissued, but only as an amended class, not as shares of Series B Preferred Stock.

(l) Notices. Unless otherwise specified elsewhere in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given under this Section 3.5 shall be in writing and, if to the Corporation, shall be delivered to it as its principal executive offices, and if to any holder of shares of Series B Preferred Stock, shall be delivered to it at its address as it appears on the stock records of the Corporation.

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office in the State of Florida is 1604 S Harbor City Blvd, Melbourne, FL 32901 and the name of the Corporation's registered agent at such office is Mark W Senti.

ARTICLE V
DIRECTORS

The Corporation shall at all times have at least one director. The number of directors may be increased or decreased from time to time by amendment of these Articles, by amendment of the Corporation's bylaws, or by action of the Corporation's board of directors or shareholders.

ARTICLE VI
RESTRICTIONS ON TRANSFERABILITY

In addition to restrictions on the sale and transfer of shares of the Corporation's common stock imposed by federal and state securities laws, no shares or other securities of the Corporation may be sold, transferred, pledged or hypothecated without the express written consent of the Corporation. The sale of any shares to an existing shareholder or third party is also subject to a right of first refusal in favor of the Corporation to purchase such shares on the same terms offered to a shareholder who wishes to sell any shares of the Corporation. The terms of such right of first refusal shall be set forth in the Corporation's bylaws.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended or replaced.

ARTICLE VIII
AMENDMENT

These Articles may only be amended or restated with the approval of shareholders of the Corporation holding a majority of the votes entitled to be cast on the amendment or restatement.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its President as of the date first written above.

Advanced Magnet Lab, Inc. a Florida
corporation

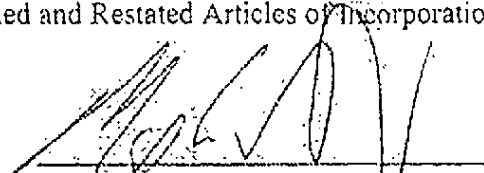
By: _____

Mark Santa, President

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**CERTIFICATE
OF THE PRESIDENT
OF
ADVANCED MAGNET LAB, INC.**

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, the undersigned, in his capacity as the President of Advanced Magnet Lab, Inc. (the "Corporation"), hereby certifies that the number of votes cast by the shareholders of the Corporation for approval of the foregoing Amended and Restated Articles of Incorporation of the Corporation was sufficient for approval thereof.



Mark Senti, President

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in these articles of incorporation, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position.

By: 

Mark W. Senti

2023-03-17 10:48