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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
NORQAIN WATCHES US INC.

Certificate of Status	0
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**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NORQAIN WATCHES US INC.**

NORQAIN Watches US Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the name of the Corporation is NORQAIN Watches US Inc. The Corporation was originally incorporated as FALERA Inc.

SECOND: That the Corporation's original Articles of Incorporation were filed with the Secretary of State of the State of Florida on May 16, 2018.

THIRD: That the Board of Directors of the Corporation has duly adopted resolutions proposing to amend and restate the Articles of Incorporation of the Corporation, and that said amendment and restatement was duly approved by the Board of Directors and the holders of the requisite number of shares in accordance with Section 607.1003 of the Business Corporation Act of the State of Florida. This Amended and Restated Articles of Incorporation amends and restates the provisions of the previous Articles of Incorporation of the Corporation. Pursuant to Section 607.0123 of the Business Corporation Act, these Amended and Restated Articles of Incorporation were duly adopted May 19, 2023.

FOURTH: That the text of the Articles of Incorporation is hereby restated and amended to read in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed by its duly authorized officer, this May 19, 2023.

NORQAIN Watches US Inc.

By: 
Name: Ben Michael Kuttler
Title: President

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EXHIBIT A

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORQAIN WATCHES US INC.**

Pursuant to Section 607.1007 of The Florida Business Corporation Act, the above signed hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation for NORQAIN Watches US Inc. These articles amend, restate and supersede in their entirety the prior Articles of Incorporation (as amended) filed for the corporation.

**ARTICLE I
Name**

The name of the corporation is NORQAIN WATCHES US INC. (the "Corporation").

**ARTICLE II
Principal Office Address and Mailing Address**

The mailing address and principal office address for the Corporation is:

25 SE 2nd Ave
1144B
Miami, Florida 33131

**ARTICLE III
Period of Duration**

The Corporation shall begin existence on the date of filing of the original Articles of Incorporation of the Corporation with the Florida Secretary of State, and shall continue into perpetuity, or until dissolved in a manner provided by applicable law.

**ARTICLE IV
Purposes and Powers**

The Corporation may engage in the transaction of any or all lawful business for which a corporation may be formed under the laws of the State of Florida. The Corporation shall have all powers conferred by the laws of the State of Florida upon corporations.

**ARTICLE V
Capital Stock**

This Corporation is authorized to issue 200 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), of which 20 shares are designated as "Class A Common Stock," 160 shares are designated as "Class B Common Stock," and 20 shares are designated as Class C

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Common Stock.

A. Voting. The holders of the Class A Common Stock are entitled to one vote for each share of the Class A Common Stock held at all meeting of stockholders (and written actions in lieu of meetings). Class B Common Stock and Class C Common Stock are non-voting stock, and therefore the holders of Class B Common Stock and the holders of Class C Common Stock shall not be entitled to any vote, with respect to their shares of Class B Common Stock or Class C Common Stock, on any matters coming before the stockholders. There shall be no cumulative voting. New classes of stock that the Corporation shall have the authority to issue, and the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the shares of Class A Common Stock of the Corporation.

B. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

C. Redemption. Except as may otherwise be provided in a written agreement between the Corporation and a holder of Common Stock or the Bylaws of the Corporation, neither the Corporation nor the holders of Common Stock shall have the unilateral right to call or redeem or cause to have called or redeemed any shares of Common Stock.

ARTICLE VI
Registered Office and Registered Agent

The street address of the Corporation's present registered office is:

888 Biscayne Blvd., Apt. 3808
Miami, Florida 33132

The present registered agent at such address is Emmanuel Butler. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with the Florida Business Corporation Act.

ARTICLE VII
Directors

Subject to any additional vote required by the Articles of Incorporation or Bylaws, in furtherance and not in limitation of the power conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend, and rescind any or all of the Bylaws of the Corporation.

A. Number of Directors. Subject to any additional vote required by the Articles of Incorporation and any applicable provisions agreed upon by the shareholders and set forth in a written shareholders agreement or voting agreement, the number of directors of the Corporation

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shall be determined in the manner set forth in the Bylaws of the Corporation. Each director shall be entitled to one (1) vote on each matter presented to the Board of Directors

B. Elections. Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Business Corporation Act or any other law of the State of Florida is amended after approval by the stockholders of this subparagraph to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Act as so amended. Any repeal or modification of the foregoing provisions of this subparagraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE VIII
Stockholders

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

ARTICLE IX
Indemnification

The following indemnification provisions shall apply to the persons enumerated below.

A. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in subparagraph C of this Article IX, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in

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advance by the Board of Directors.

B. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article IX or otherwise.

C. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article IX is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

D. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or non-officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

E. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

F. Non-Exclusivity of Rights. The rights conferred on any person by this Article Tenth shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of these Articles, the Bylaws of the Corporation, the vote of stockholders, or disinterested directors or otherwise.

G. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization, or other enterprise shall be reduced by any amount such person may collect as indemnification from such

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other corporation, partnership, limited liability company, joint venture, trust, organization, or other enterprise.

H. Insurance. The Board of Directors may, to the fullest extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article IX; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article IX.

I. Amendment or Repeal. Any amendment, repeal, or modification of the foregoing provisions of this Article IX shall not (a) adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or (b) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer, or agent occurring prior to, such amendment, repeal, or modification.

ARTICLE X
Excluded Opportunity

The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction, or interest that is presented to, or acquired, created, or developed by, or which otherwise comes into the possession of (a) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries; or (b) any shareholder or any partner, member, director, stockholder, employee, or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "Covered Persons"); unless such matter, transaction or interest is presented to, or acquired, created, or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation while such Covered Person is performing services in such capacity. Any repeal or modification of this Article X will only be prospective and will not affect the rights under this Article X in effect at the time of the occurrence of any actions or omissions to act giving rise to liability.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

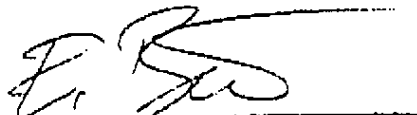
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the Corporation is **NORQAIN WATCHES US INC.**
- 2. The name and address of the registered agent and office is:

**Emmanuel Bütler
888 Biscayne Blvd., Apt. 3808
Miami, Florida 33132**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated effective May 19, 2023.



Emmanuel Bütler
Registered Agent

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