Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BOATBITES INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 2025, AT 2:19 O`CLOCK P.M.

C. B. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

5091747 8100
SR# 20253419583

Authentication: 204277980
Date: 07-23-25

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AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF BOATBITES, INC.

BoatBites, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") filed its original certificate of incorporation under its present name with the Delaware Secretary of State on September 13, 2024. This Amended and Restated Certificate of Incorporation has been adopted in accordance with the provisions of Section 245 of the DGCL and by a vote of a majority of the corporation's stockholders entitled to vote. The corporation's Certificate of Incorporation is hereby amended and restated as follows:

1. The name of the corporation is BoatBites, Inc. (the "Corporation").

2. The Registered Office of the Corporation is located at 1521 Concord Pike, Suite 201, in the City of Wilmington, in the County of New Castle, Delaware 19803. The name of the Registered Agent at such address upon whom process against this Corporation may be served is Corporate Creations Network Inc.

3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

4. The total number of shares of stock which the Corporation is authorized to issue is 70,000,000 shares. There shall be two (2) classes of shares and each class shall have the same par value of $0.001 per share. The two (2) classes of shares shall be:

Class A Common Shares: 1 vote per share; and

Class B Common Shares: no voting rights.

The Corporation is authorized to issue 50,000,000 Class A Common Shares and 20,000,000 Class B Common Shares.

5. The name and mailing address of the incorporator of the Corporation are:

Name	Mailing Address
John Bonaccorso	7901 4th Street N, Suite 300 St. Petersburg, Florida 33702

6. Unless and except to the extent that the by-laws of the Corporation (the "By-Laws") shall so require, the election of directors of the Corporation need not be by written ballot. Any newly created directorships resulting from an increase in the authorized number of directors and any vacancies occurring in the Board of Directors, shall be filled solely by the affirmative votes of a majority of the remaining members of the Board of Directors, although less than a quorum, or by a sole remaining director.

7. To the fullest extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any

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Secretary of State
Division of Corporations
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breach of fiduciary duty as a director or officer. No amendment to, modification of, or repeal of this Paragraph 7 shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.

8. The Corporation may indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered 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 the Covered Person, or a person for whom the Covered 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, 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 Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the board of directors of the Corporation. Any amendment, repeal, or modification of this Paragraph 8 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

WHEREFORE, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by John Bonaccorso, President, this 18th day of July, 2025.

By John Bonaccorso

Name: John Bonaccorso, President