

BYLAWS  
OF  
CURRENCY EXCHANGE INTERNATIONAL, CORP.

ARTICLE I. MEETINGS OF SHAREHOLDERS

Section 1. Annual Meeting.

The annual meeting of the shareholders of this Corporation shall be held at the time and place designated by the board of directors of the Corporation.

The annual meeting of shareholders for any year shall be held no later than 13 months after the last preceding annual meeting of shareholders. Business transacted at the meeting shall include the election of directors of the Corporation.

Section 2. Special Meetings.

Special meetings of the shareholders may be called, for any purpose(s), at any time by (a) the Board of Directors, (b) the Chair of the Board, (if one is so appointed), (c) the CEO or the President of the Corporation, or (d) by the holders of not less than 25 percent of all the votes entitled to be cast on any issue proposed to be considered at such special meeting, if such shareholders sign, date and deliver to the Secretary of the Corporation (“Secretary”) one or more written demands for a special meeting, describing the purpose or purposes for which it is to be held. Special meetings of the shareholders of the Corporation may not be called by any other person(s). At any special meeting of shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been set forth in the notice of such special meeting.

Section 3. Place.

The Board of Directors may designate any place, within or without the State of Florida, for any annual or special meeting of the shareholders. The Board may, in its sole discretion, determine that shareholder meetings shall not be held at any place, but may instead be held solely by means of remote communication in accordance with Section 607.0701(4) of the Florida Business Corporation Act (“FBCA”) for annual meetings or Section 607.0702(4) of the FBCA for special meetings. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, shareholders and proxy holders not physically present at a meeting of shareholders may, by means of remote communication (a) participate in a meeting of shareholders, and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder of the Corporation or proxy holder; (ii) the Corporation shall implement reasonable measures to provide such shareholders and proxy

holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (iii) if any shareholder or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, within or without the State of Florida, as the place for the holding of such meeting. If no designation is made, the place of meeting shall be the principal office of the Corporation.

#### Section 4. Notice.

Written notice stating the place, date and time of the meeting of shareholders, the means of remote communications, if any, by which shareholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting to each shareholder entitled to vote at such meeting, except that no notice of a meeting need be given to any shareholders for which notice is not required to be given under applicable law. Such notice may be delivered personally, by first-class United States mail, facsimile transmission, or "electronic transmission" (as defined under the FBCA), or by private mail carriers handling nationwide mail services, by or at the direction of the CEO, the President, the Secretary, the Board of Directors, or the person(s) calling the meeting. Such notice shall be deemed delivered when hand delivered or, if mailed, when deposited in the United States mail, postpaid and addressed to the shareholder at its address as it appears on the share transfer books of the Corporation. If communicated by electronic transmission, such notice shall be deemed delivered when transmitted to the shareholder in the manner authorized by the shareholder.

#### Section 5. Notice of Adjourned Meetings.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment the board of directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in this section to each shareholder of record on the date entitled to vote at that meeting.

#### Section 6. Closing of Transfer Books and Fixing Record Date.

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the board of directors may provide that the stock transfer books shall be closed for a stated period not to exceed 60 days. If the stock transfer books shall be closed for the purpose of determining shareholders

entitled to notice of or to vote at a meeting of shareholders, the books shall be closed for at least 10 days immediately preceding the meeting.

In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any determination of shareholders, that date in any case to be not more than 60 days and, in case of a meeting of shareholders, not less than 10 days before the date on which the particular action requiring the determination of shareholders is to be taken.

If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring the dividend is adopted, as the case may be shall be the record date for the determination of shareholders.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, the determination shall apply to any adjournment, unless the board of directors fixes a new record date for the adjourned meeting.

#### Section 7. Voting Record.

The officers or agent having charge of the stock transfer books for shares of the Corporation shall make, at least 10 days before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting or any adjournment with the address of and the number and class and series, if any, of shares held by each. The list, for a period of 10 days before that meeting, shall be kept on file at the registered office of the Corporation, at the principal place of business of the Corporation or at the office of the transfer agent or registrar of the Corporation and any shareholder shall be entitled to inspect the list at any time during usual business hours. The list also shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

If the requirements of this section have not been complied with substantially, the meeting on demand of any shareholder in person or by proxy shall be adjourned until the requirements are met. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at the meeting.

#### Section 8. Shareholder Quorum and Voting.

Except as otherwise provided by applicable law, the Articles of Incorporation or these Bylaws, at each meeting of shareholders the holders of a majority of the voting power of the shares of stock entitled to vote at that meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business. If such quorum shall not be present or represented at any meeting of shareholders, the chairperson of the meeting may adjourn the meeting without notice other than announcement at the meeting, until such quorum shall be present or represented by proxy. Shares of the Corporation's stock belonging to the Corporation (or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation are

held, directly or indirectly, by the Corporation), shall neither be entitled to vote nor counted for quorum purposes; *provided, however*, that the foregoing shall not limit the right of the Corporation or any other corporation to vote any shares of the Corporation's stock held by it in a fiduciary capacity and to count such shares for purposes of determining a quorum.

#### Section 9. Voting of Shares of Common Stock.

Each outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Treasury shares, shares of Common Stock of this Corporation owned by another Corporation the majority of the voting stock of which is owned or controlled by this Corporation, and shares of stock of this Corporation held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

A shareholder may vote either in person or by proxy executed in writing by the shareholder or the shareholder's duly authorized attorney-in-fact.

At each election for directors every shareholder entitled to vote at the election shall have the right to vote, in person or by proxy, the number of shares owned by the shareholder for as many persons as there are directors to be elected at that time and for whose election the individual has a right to vote.

Shares of Common Stock standing in the name of another Corporation, domestic or foreign, may be voted by the officer, agent or proxy designated by the bylaws of the corporate shareholder; or, in the absence of any applicable bylaw, by whatever person the board of directors of the corporate shareholder may designate. Proof of the designation may be made by presentation of a certified copy of the bylaws or other instrument of the corporate shareholder. In the absence of any such designation, or in case of conflicting designation by the corporate shareholder, the chairman of the board, president, any vice president, secretary and treasurer of the corporate shareholder shall be presumed to possess, in that order, authority to vote the shares.

Shares of Common Stock held by an administrator, executor, guardian or conservator may be voted by said individual, either in person or by proxy, without a transfer of the shares into individual's name. Shares standing in the name of a trustee may be voted by the trustee, either in person or by proxy, but no trustee shall be entitled to vote shares held by trustee without a transfer of the shares into trustee's name.

Shares of Common Stock standing in the name of a receiver may be voted by the receiver, and shares held by or under the control of a receiver may be voted by the receiver without transfer into receiver's name if authority to do so be contained in an appropriate order of the court by which the receiver was appointed.

A shareholder whose shares of Common Stock are pledged shall be entitled to vote those shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee or the pledgee's nominee shall be entitled to vote the shares so transferred.

On and after the date on which written notice of redemption of redeemable shares has been mailed to their holders and a sum sufficient to redeem the shares has been deposited with a bank or trust company with irrevocable instruction and authority to pay the redemption price to their holders upon surrender of their certificates, those shares shall not be entitled to vote on any matter and shall not be deemed to be outstanding shares.

#### Section 10. Proxies.

Every shareholder entitled to vote at a meeting of shareholders, or shareholder's duly authorized attorney-in-fact, may vote in person or may authorize another person or persons to act for the shareholder by proxy. A proxy must be authorized by (a) a signed written appointment form, with a signature affixed, by any reasonable means including, but not limited to, facsimile or electronic signature, or (b) an electric transmission appearing to have been, or containing or accompanied by such information or obtained under such procedures to reasonably ensure that electronic transmission was, transmitted by the shareholder authorizing such proxy. For these purposes, an electronic transmission includes, but is not limited to, telegrams, cablegrams, and transmissions through the internet. Any copy, facsimile transmission, or other reliable reproduction of the writing or electronic transmission may be substituted or used in lieu of the original writing or electronic transmission for any purposes for which the original writing or electronic transmission could be used if the copy, facsimile transmission or reproduction is a complete reproduction of the entire original writing or electronic transmission. Such proxy shall be filed with or transmitted to the Secretary, or other officer or agent authorized to tabulate votes, before or at the time of such meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer period is expressly provided in the proxy. A duly executed proxy shall be irrevocable if it conspicuously states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A shareholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person, or by filing an instrument in writing with the Secretary revoking the proxy, or by giving a duly executed proxy bearing a later date. If an appointment form expressly provides therefore, any proxy holder may appoint, in writing, a substitute to act in place of said proxy holder.

#### Section 11. Voting Trusts.

Any number of shareholders of this Corporation may create a voting trust for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their shares, as provided by law. When the counterpart of a voting trust agreement and the copy of the record of the holders of voting trust certificates has been deposited with the Corporation as provided by law, those documents shall be subject to the same right of examination by a shareholder of the Corporation, in person or by agent or attorney, as are the books and records of the Corporation, and that counterpart and copy of the record shall be subject to examination

by any holder of record of voting trust certificates either in person or by agent or attorney, at any reasonable time for any proper purpose.

Section 12. Shareholder's Agreements.

Two or more shareholders of this Corporation may enter an agreement providing for the exercise of voting rights in the manner provided in the agreement or relating to any phase of the affairs of the Corporation as provided by law. Nothing in that agreement shall impair the right of this Corporation to treat the shareholders of record as entitled to vote the shares standing in their names.

Section 13. No Action by Shareholders Without a Meeting.

Any action requiring or permitting a vote of the shareholders must be taken at an annual or special meeting of shareholders duly called in accordance with the terms of this Article I, and may not be taken by the written consent of shareholders.

Section 14. Notice of Shareholder Action; Nominations

(a) Annual Meeting of Shareholders.

(i) Nominations of persons for election to the Board and the proposal of other business to be considered by the shareholders may be made at an annual meeting of shareholders only: (i) pursuant to the Corporation's notice of such meeting (or any supplement thereto), (ii) by or at the direction of the Board or any committee thereof or (iii) by any shareholder of the Corporation who was a shareholder of record at the time of giving of the notice provided for in this Section 14 (the "Record Shareholder"), who is entitled to vote at such meeting and who complies with the notice and other procedures set forth in this Section 14 in all applicable respects. For the avoidance of doubt, the foregoing clause (iii) shall be the exclusive means for a shareholder to make nominations or propose business, at an annual meeting of shareholders, and such a shareholder must fully comply with the notice and other procedures set forth in this Section 14 to make such nominations or propose business before an annual meeting.

(ii) For nominations or other business to be properly brought before an annual meeting by a Record Shareholder pursuant to Section 14(a):

a) the Record Shareholder must have given timely notice thereof in writing to the Secretary of the Corporation and provide any updates or supplements to such notice at the times and in the forms required by this Section 14;

b) any such proposed business (other than the nomination of persons for election to the Board) must constitute a proper matter for shareholder action;

c) if the Proposing Person (as defined below) has provided the Corporation with a Solicitation Notice (as defined below), such Proposing Person must,

in the case of a proposal other than the nomination of persons for election to the Board, have delivered a proxy statement and form of proxy to holders of at least the percentage of the Corporation's voting shares required under applicable law to carry any such proposal, or, in the case of a nomination or nominations, have delivered a proxy statement and form of proxy to holders of a percentage of the Corporation's voting shares that such Proposing Person has reasonably determined to be sufficient to elect the nominee or nominees proposed to be nominated by such Record Shareholder, and must, in either case, have included in such materials the Solicitation Notice; and

d) if no Solicitation Notice relating thereto has been timely provided pursuant to this Section 14, the Proposing Person proposing such business or nomination must not have solicited a number of proxies sufficient to have required the delivery of such a Solicitation Notice under this Section 14.

To be timely, a Record Shareholder's notice must be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting; *provided, however*, that in the event that the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the Record Shareholder to be timely must be so delivered (A) no earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and (B) no later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the close of business on the tenth (10th) day following the day on which Public Announcement (as defined below) of the date of such meeting is first made by the Corporation. In no event shall the adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a Record Shareholder's notice as described above. Such Record Shareholder's notice shall set forth:

(x) as to each person whom the Record Shareholder proposes to nominate for election or reelection as a director, in addition to the matters set forth in paragraph (z) below, such Record Shareholder's notice shall set forth:

- (i) the name, age, business address and residence address of such person;
- (ii) the principal occupation or employment of such person;
- (iii) the class, series and number of any shares of stock of the Corporation that are beneficially owned or owned of record by such person or any Associated Person (as defined below);
- (iv) the date or dates such shares were acquired and the investment intent of such acquisition;
- (v) a description of all direct and indirect compensation and other

material monetary agreements, arrangements and understandings during the past three (3) years, and any other material relationships, between or among such Proposing Person or any of its respective affiliates and associates, on the one hand, and each proposed nominee, and their respective affiliates and associates, on the other hand, including all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)(whether or not the Corporation is subject to the Exchange Act) if the Proposing Person or any of its respective affiliates and associates were the “registrant” for purposes of such rule and the nominee were a director or executive officer of such registrant;

(vi) a completed and signed questionnaire, representation and agreement required by Section 14(a)(iii) of these Bylaws;

(vii) such person’s written consent to being named in the Corporation’s proxy statement as a nominee of the shareholder, to the public disclosure of information regarding or related to such person provided to the Corporation by such person or otherwise pursuant to this Section 14 and to serving as a director if elected;

(viii) all information relating to such person that would be required to be disclosed in solicitations of proxies for election of directors, or would be otherwise required, in each case pursuant to and in accordance with Section 14(a) under the Exchange Act, and the rules and regulations promulgated thereunder; and

(ix) such other information as the Corporation may reasonably require to determine whether such person meets the independence requirements of the stock exchange upon which the capital stock of the Corporation is primarily traded or the eligibility of such proposed nominee to serve as a director of the Corporation.

(y) as to any business other than the nomination of a director or directors that the Record Shareholder proposes to bring before the meeting, in addition to the matters set forth in paragraph (z) below, such Record Shareholder’s notice shall set forth: (i) a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws, the text of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such Proposing Person, if any, including any anticipated benefit to the Proposing Person; and (ii) a description of all agreements, arrangements and understandings between or among any such Proposing Person and any of its respective affiliates or associates, on the one hand, and any other person or persons, on the other hand, (including their names) in connection with the proposal of such business by such Proposing Person;



(z) as to each Proposing Person giving the notice, such Record Shareholder's notice shall set forth:

- (1) the name and address of such Proposing Person, including, if applicable, their name and address as they appear on the Corporation's stock ledger, if different;
- (2) the class or series and number of shares of capital stock of the Corporation that are directly or indirectly owned beneficially and of record by such Proposing Person, including any shares of any class or series of capital stock of the Corporation as to which such Proposing Person has a right to acquire beneficial ownership at any time in the future;
- (3) whether and the extent to which any derivative interest in the Corporation's equity securities (including without limitation any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, whether or not such instrument or right shall be subject to settlement in shares of the underlying class or series of capital stock of the Corporation or otherwise, and any cash-settled equity swap, total return swap, synthetic equity position or similar derivative arrangement (any of the foregoing, a "Derivative Instrument"), as well as any rights to dividends on the shares of any class or series of capital stock of the Corporation that are separated or separable from the underlying shares of capital stock of the Corporation) or any short interest in any security of the Corporation (for purposes of this Bylaw a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any increase or decrease in the value of the subject security, including through performance-related fees) is held directly or indirectly by or for the benefit of such Proposing Person, including without limitation whether and the extent to which any ongoing hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including without limitation any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to, or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such Proposing Person with respect to securities of the Corporation (any of the foregoing, a "Short Interest");

- (4) any proportionate interest in shares of capital stock of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such Proposing Person or any of its respective affiliates or associates is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership;
- (5) any significant equity interests or any Derivative Instruments or Short Interests in any Competitor (as defined below) held by such Proposing Person and/or any of its respective affiliates or associates;
- (6) any proxy, contract, arrangement, or relationship pursuant to which the Proposing Person has a right to vote, directly or indirectly, any shares of capital stock or other voting security of the Corporation;
- (7) a written description of any direct or indirect material interest in any material contract or agreement with the Corporation, any affiliate of the Corporation or any Competitor (including, in any such case, any employment agreement, collective bargaining agreement or consulting agreement);
- (8) a written description of any agreement, arrangement or understanding (whether oral or written) with respect to the nomination or proposal (including any knowledge that another person or entity is Acting in Concert (defined below) with such Proposing Person) between or among such Proposing Person, any of its respective affiliates or associates and any others Acting in Concert with the foregoing, including, in the case of a nomination, the nominee;
- (9) a written description of any other material relationship between such Proposing Person, on the one hand, and the Corporation, any affiliate of the Corporation or any Competitor, on the other hand;
- (10) a representation that the Record Shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination;
- (11) a representation whether such Proposing Person intends (or is part of a group that intends) to deliver a proxy statement and/or form of proxy to holders of, in the case of a proposal, at least the percentage of the Corporation's voting shares required under applicable law to carry the proposal or, in the case of a nomination or nominations, a sufficient number of holders of the Corporation's voting shares that the Proposing Person has reasonably determined to be sufficient to elect such nominee or nominees (an affirmative statement of such intent being a "Solicitation Notice");
- (12) such Proposing Person's written consent to the public disclosure of information provided to the Corporation pursuant to this Section 14;

and

- (13) any other information relating to such Proposing Person, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder or any information that would be required to be set forth in a Schedule 13D filed pursuant to Rule 13d-1(a) or an amendment pursuant to Rule 13d-2(a) if such a statement were required to be filed under the Exchange Act and the rules and regulations promulgated thereunder by such Proposing Person and/or any of its respective affiliates or associates.

(iii) A shareholder providing written notice required by this Section 14 shall update such notice in writing, if necessary, so that the information provided or required to be provided in such notice is true and correct in all material respects as of (i) the record date for determining the shareholders entitled to notice of the meeting and (ii) the close of business on the tenth (10th) business day prior to the meeting or any adjournment or postponement thereof. In the case of an update pursuant to clause (i) of the foregoing sentence, such update shall be received by the Secretary of the Corporation at the principal executive office of the Corporation not later than five (5) business days after the record date for determining the shareholders entitled to notice of the meeting, and in the case of an update and supplement pursuant to clause (ii) of the foregoing sentence, such update and supplement shall be received by the Secretary of the Corporation at the principal executive office of the Corporation not later than eight (8) business days prior to the date for the meeting and, if practicable, any adjournment or postponement thereof (and, if not practicable, on the first practicable date prior to the date to which the meeting has been adjourned or postponed). For the avoidance of doubt, the obligation to update as set forth in this paragraph shall not limit the Corporation's rights with respect to any deficiencies in any notice provided by a shareholder, extend any applicable deadlines hereunder or enable or be deemed to permit a shareholder who has previously submitted notice hereunder to amend or update any proposal or nomination or to submit any new proposal, including by changing or adding nominees, matters, business and/or resolutions proposed to be brought before a meeting of the shareholders.

(iv) Notwithstanding anything this Section 14 to the contrary, in the event that the number of directors to be elected to the Board is increased effective after the time period for which nominations would otherwise be due under Section 14 and there is no Public Announcement by the Corporation naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a shareholder's notice required by this Section 14 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary of the Corporation at the principal

executive office of the Corporation no later than the close of business on the tenth (10th) day following the day on which such Public Announcement is first made by the Corporation.

(v) **Submission of Questionnaire, Representation and Agreement.** To be eligible to be a nominee of any shareholder for election or reelection as a director of the Corporation, the person proposed to be nominated must deliver (in accordance with the time periods prescribed for delivery of notice under Section 14 of these Bylaws) to the Secretary at the principal executive offices of the Corporation a completed and signed questionnaire in the form required by the Corporation (which form the shareholder shall request in writing from the Secretary of the Corporation and which the Secretary shall provide to such shareholder within ten days of receiving such request) with respect to the background and qualification of such person to serve as a director of the Corporation and the background of any other person or entity on whose behalf, directly or indirectly, the nomination is being made and a signed representation and agreement (in the form available from the Secretary upon written request) that such person: (a) is not and will not become a party to (i) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (ii) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, (b) is not and will not become a party to any Compensation Arrangement (as defined below) that has not been disclosed therein, (c) if elected as a director of the Corporation, will comply with all informational and similar requirements of applicable insurance policies and laws and regulations in connection with service or action as a director of the Corporation, (d) if elected as a director of the Corporation, will comply with all corporate governance, conflict of interest, stock ownership requirements, confidentiality and trading policies and guidelines of the Corporation publicly disclosed from time to time, (e) if elected as a director of the Corporation, will act in the best interests of the Corporation and its shareholders and not in the interests of individual constituencies, and (f) intends to serve as a director for the full term for which such individual is to stand for election.

(b) **Special Meetings of Shareholders.** Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting pursuant to the Corporation's notice of such meeting. Nominations of persons for election to the Board may be made at a special meeting of shareholders at which directors are to be elected pursuant to the Corporation's notice of such meeting (a) by or at the direction of the Board or any committee thereof or (b) provided that the Board has determined that directors shall be elected at such meeting, by any Record Shareholder at the time of giving of notice of the special meeting, who shall be entitled to vote at the meeting and who complies with the notice and other procedures set forth in this Section 14. In the event the Corporation calls a special meeting of shareholders for the purpose of electing one or more directors to the Board, any such Record Shareholder entitled to vote in the election of such directors may nominate a person or persons (as the case may be) for election to such position(s) as specified

in the Corporation's notice of meeting, if the Record Shareholder's notice required by Section 14(b) is delivered to the Secretary of the Corporation at the principal executive offices of the Corporation (i) no earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and (ii) no later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the tenth (10th) day following the day on which Public Announcement is first made of the date of the special meeting and of the nominees proposed by the Board to be elected at such meeting. In no event shall the adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a Record Shareholder's notice as described above.

(c) General. Only such persons who are nominated in accordance with the procedures set forth in this Section 14 shall be eligible to be elected at a meeting of shareholders and to serve as directors and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 14. Except as otherwise provided by law, the chairperson of the meeting shall have the power and duty to determine whether a nomination or any other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 14 and, if any proposed nomination or business was not made or proposed in compliance with this Section 14, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Section 14, unless otherwise required by law, if the shareholder (or a Qualified Representative (as defined below) of the shareholder) does not appear at the annual or special meeting of shareholders of the Corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation.

(d) Definitions. For purposes of these Bylaws, the following definitions shall apply:

(i) a person shall be deemed to be "Acting in Concert" with another person if such person knowingly acts (whether or not pursuant to an express agreement, arrangement or understanding) in concert with, or toward a common goal relating to the management, governance or control of the Corporation in substantial parallel with, such other person where (1) each person is conscious of the other person's conduct or intent and this awareness is an element in their decision-making processes and (2) at least one additional factor suggests that such persons intend to act in concert or in substantial parallel, which such additional factors may include, without limitation, exchanging information (whether publicly or privately), attending meetings, conducting discussions or making or soliciting invitations to act in concert or in substantial parallel; provided that a person shall not be deemed to be Acting in Concert with any other person solely as a result of the solicitation or receipt of revocable proxies or consents from such other person in response to a solicitation made pursuant to, and in accordance with, Section 14(a) (or any successor provision) of the Exchange Act by way of a proxy or consent solicitation statement filed on Schedule 14A. A person Acting in Concert with another person shall be deemed

to be Acting in Concert with any third party who is also Acting in Concert with such other person;

(ii) “affiliate” and “associate” shall have the meanings ascribed thereto in Rule 405 under the Securities Act of 1933, as amended; provided, however, that the term “partner” as used in the definition of “associate” shall not include any limited partner that is not involved in the management of the relevant partnership;

(iii) “Associated Person” shall mean with respect to any subject shareholder or other person (including any proposed nominee) (1) any person directly or indirectly controlling, controlled by or under common control with such shareholder or other person, (2) any beneficial owner of shares of stock of the Corporation owned of record or beneficially by such shareholder or other person, (3) any associate of such shareholder or other person, and (4) any person directly or indirectly controlling, controlled by or under common control or Acting in Concert with any such Associated Person;

(iv) “Compensation Arrangement” shall mean any direct or indirect compensatory payment or other financial agreement, arrangement or understanding with any person or entity other than the Corporation, including any agreement, arrangement or understanding with respect to any direct or indirect compensation, reimbursement or indemnification in connection with candidacy, nomination, service or action as a nominee or as a director of the Corporation;

(v) “Competitor” shall mean any entity that provides products or services that compete with or are alternatives to the principal products produced or services provided by the Corporation or its affiliates;

(vi) “Proposing Person” shall mean (1) the Record Shareholder providing the notice of business proposed to be brought before an annual meeting or nomination of persons for election to the Board at a shareholder meeting, (2) the beneficial owner or beneficial owners, if different, on whose behalf the notice of business proposed to be brought before the annual meeting or nomination of persons for election to the Board at a shareholder meeting is made, and (3) any Associated Person on whose behalf the notice of business proposed to be brought before the annual meeting or nomination of persons for election to the Board at a shareholder meeting is made;

(vii) “Public Announcement” shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation on SEDAR or with the Toronto Stock Exchange; and

(viii) to be considered a “Qualified Representative” of a shareholder, a

person must be a duly authorized officer, manager, trustee or partner of such shareholder or must be authorized by a writing executed by such shareholder or an electronic transmission delivered by such shareholder to act for such shareholder as a proxy at the meeting of shareholders and such person must produce such writing or electronic transmission, or a reliable reproduction thereof, at the meeting. The Secretary of the Corporation, or any other person who shall be appointed to serve as secretary of the meeting, may require, on behalf of the Corporation, reasonable and appropriate documentation to verify the status of a person purporting to be a “Qualified Representative” for purposes hereof.

(e) Rights of Preferred Shareholders. Nothing in this Section 14 shall be deemed to affect any rights of (a) shareholders to request inclusion of proposals in the Corporation’s proxy statement pursuant to Rule 14a-8 under the Exchange Act or (b) the holders of any series of Preferred Stock to elect directors elected by one or more series of Preferred Stock pursuant to any applicable provisions of the Articles of Incorporation.

## ARTICLE II. DIRECTORS

### Section 1. Function.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of a Corporation shall be managed under the direction of, the board of directors.

### Section 2. Qualification.

Directors need not be residents of this state or shareholders of this Corporation.

### Section 3. Compensation.

The board of director shall have authority to fix the compensation of directors.

### Section 4. Duties of Directors.

A director shall perform the duties as a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner reasonably believed to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing these duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented,

(b) counsel, public accountants or other persons as to matters which the director reasonably believes to be within that person's professional or expert competence, or

(c) a committee of the board upon which the director does not serve, duly designated in accordance with a provision of the articles of incorporation or the bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause that reliance described above to be unwarranted.

A person who performs their duties in compliance with this section shall have no liability by reason of being or having been a director of the Corporation.

#### Section 5. Presumption of Assent.

A director of the Corporation who is present at a meeting of its board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director votes against that action or abstains from voting because of an asserted conflict of interest.

#### Section 6. Number, Class and Voting Rights

This Corporation shall have no less than three (3) and not more than nine (9) directors. The number of directors may be increased or decreased from time to time by resolution duly adopted by the Board of Directors of the Corporation, but no decrease shall have the effect of shortening the terms of any incumbent director. All directors shall be in the same class and shall have equal voting rights.

#### Section 7. Election and Term.

Each person named in the articles of incorporation as a member of the initial board of directors shall hold office until the first annual meeting of shareholders, and until a successor shall have been elected and qualified or until an earlier resignation, removal from office or death.

At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which the director is elected and until a successor shall have been elected and qualified or until an earlier resignation, removal from office or death.

#### Section 8. Vacancies.

Any vacancy occurring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. However, the number of such vacancies created and filled in any year may not exceed one-third of the number of directors



elected at the last annual meeting of shareholders. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

#### Section 9. Removal of Directors.

At a meeting of shareholders called expressly for that purpose, any director or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

#### Section 10. Quorum and Voting.

A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

#### Section 11. Director Conflicts of Interest.

No contract or other transaction between this Corporation and one or more of its directors or any other Corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested shall be either void or voidable because of that relationship or interest or because that director or those directors are present at the by a vote or consent sufficient for the purpose without counting the votes or consents of the interested directors;  
or

(b) The fact of that relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify the contract or transaction by vote or written consent;  
or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee of it that authorizes, approves or ratifies the contract or transaction.

#### Section 12. Executive and Other Committees.

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution, shall have and may exercise all the authority of the board of directors, except that no committee shall have the authority to:

(a) approve or recommend to shareholders actions or proposals required by law to be approved by shareholders,

(b) designate candidates for the office of director, for the purposes of proxy solicitation or otherwise,

(c) fill vacancies on the board of directors or any committee of the board,

(d) amend the bylaws,

(e) authorize or approve the reacquisition of shares unless pursuant to a general formula or method specified by the board of directors, or

(f) authorize or approve the issuance or sale of, or any contract to issue or sell, shares or designate the terms of a series of a class of shares, except that the board of directors, having acted regarding general authorization for the issuance or sale of shares, or any contract for that purpose, and, in the case of a series, its designation, pursuant to a general formula or method specified by the board of directors, by resolution or by adoption of a stock option or other plan may authorize a committee to fix the terms of any contract for the sale of the shares and to fix the terms upon which those shares may be issued or sold, including, without limitation, the price, the rate or manner of payment of dividends, provisions for redemption, sinking fund, conversion, voting or preferential rights, and provisions for other features of a class of shares, or a series of a class of shares, with full power in the committee to adopt any final resolution setting forth all its terms and to authorize the statement of the terms of a series for filing with the Department of State. The board of directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of the committee.

#### Section 13. Place of Meetings.

Regular and special meetings by the board of directors may be held within or without the State of Florida.

#### Section 14. Time, Notice and Call of Meetings.

Regular meetings of the board of directors shall be held quarterly. Written notice of the time and place of meetings of the board of directors shall be given to each director by either personal delivery, telegram or cablegram at least two (2) days before the meeting. Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting and waiver of; any and all obligations to the place of the meeting, the time of the meeting or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of the meeting. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors. Meetings of the board of directors may be called by the chairman of the board, by the president of the Corporation or by any two directors. Members of the board of directors may participate in a meeting of the board by means of a conference telephone

or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by those means shall constitute presence in person at a meeting.

#### Section 15. Action Without a Meeting.

Any action required to be taken at a meeting of the directors of a Corporation, or any action that may be taken at a meeting of the directors or a committee of the directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. The consent shall have the same effect as a unanimous vote.

### ARTICLE III. OFFICERS

#### Section 1. Officers.

The officers of this Corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the board of directors. Other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors from time to time. Any two or more offices may be held by the same person. The failure to elect a president, secretary or treasurer shall not affect the existence of this Corporation.

#### Section 2. Duties.

The officers of this Corporation shall have the following duties: The president shall be the chief executive officer of the Corporation, shall have general and active management of the business and affairs of the Corporation subject to the directions of the board of directors, and shall preside at all meetings of the shareholders and board of directors. The secretary shall have custody of, and maintain, all of the corporate records except the financial records; shall record the minutes of all meetings of the shareholders and board of directors, send all notices of meetings out, and perform such other duties as may be prescribed by the board of directors or the president. The treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts at the annual meetings of shareholders and whenever else required by the board of directors or the president, and shall perform such other duties as may be prescribed by the board of directors or the president.

#### Section 3. Removal of Officers.

Any officer or agent elected or appointed by the board of directors may be removed by the board whenever in its judgment the best interests of the Corporation will be served by that removal. Any officer or agent elected by the shareholders may be removed only by vote of the shareholders, unless the shareholders shall have authorized the directors to remove the officer or agent. Any vacancy, however occurring, in any office may be filled by the board of directors, unless the bylaws shall have expressly reserved that power to the shareholders. Removal of any officer shall

be without prejudice to the contract rights, if any, or the person so removed; however, election or appointment of an officer or agent shall not of itself create contract rights.

## ARTICLE IV. STOCK CERTIFICATES

### Section 1. Issuance.

Stock shall be issued in accordance with Article III of the Articles of Incorporation. No certificate shall be issued for any share until the share is fully paid.

### Section 2. Form.

The shares of capital stock of the Corporation shall be represented by certificates; provided, however, that the Board may provide by resolution or resolutions that some or all of any or all classes or series of its capital stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of the Corporation by, any two officers of the Corporation who are authorized to sign stock certificates representing the number of shares registered in certificate form. Each of the Chairperson of the Board, the Vice-Chairperson of the Board, the President, any Vice President, the Treasurer, any Assistant Treasurer, or the Secretary or any Assistant Secretary, of the Corporation shall be deemed to have the authority to sign stock certificates, representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

### Section 3. Transfer of Stock.

The Corporation shall register a stock certificate or book-entry statement presented to it for transfer if the certificate or book-entry statement is properly endorsed by the holder of record or by the duly authorized attorney, and the signature of that person has been guaranteed in accordance with the Medallion Guarantee Stamp program or in accordance with such other standard procedures as may be in place by the Corporation's transfer agent.

### Section 4. Lost, Stolen, or Destroyed Certificates.

The Corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate (a) makes proof in affidavit form that it has been lost, destroyed or wrongfully taken; (b) requests the issue of a new certificate before the Corporation has notice that the certificate has been acquired by a purchaser for value in good faith

and without notice of any adverse claim; (c) gives bond in such form as the Corporation may direct, to indemnify the Corporation, the transfer agent of the alleged loss, destruction or theft of a certificate; and (d) satisfies any other reasonable requirements imposed by the Corporation.

## ARTICLE V. BOOKS AND RECORDS

### Section 1. Books and Records.

This Corporation shall keep accurate and complete books and records of account and shall keep minutes of the proceedings of its shareholders, board of directors and committees of directors. This Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders, and the number, class and series, if any, of the shares held by each. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

### Section 2. Shareholders' Inspection Rights.

Any person who shall have been a holder of record of shares or of voting trust certificates for shares at least six (6) months immediately preceding said person's demand or shall be the holder of record of, or the holder of record of voting trust certificates for, at least 5% of the outstanding shares of any class or series of the Corporation, upon written demand stating the purpose, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose its relevant books and records of accounts, minutes, and records of shareholders and to make extracts from those records.

### Section 3. Financial Information.

Not later than four months after the close of each fiscal year, this Corporation shall prepare financial statements which meet the requirements of the securities laws and any securities exchange applicable to the Corporation. Upon the written request of any shareholder or holder of voting trust certificates for shares of the Corporation, the Corporation shall mail to that shareholder or holder of voting trust certificates a copy of the most recent balance sheet and profit and loss statement. The balance sheets and profit and loss statements shall be filed in the registered office of the Corporation in this state, shall be kept for at least five years and shall be subject to inspection during business hours by any shareholder or holder of voting trust certificates, in person or by agent.

## ARTICLE VI. DIVIDENDS

The board of directors of this Corporation, from time to time, may declare and the Corporation may pay dividends on its shares in cash, property or its own shares, except when the Corporation is insolvent or when the payment of dividends would render the Corporation insolvent or when the declaration or payment would be contrary to any restrictions contained in the articles of incorporation, subject to the following provisions:

(a) Dividends in cash or property may be declared and paid, except as otherwise provided in this section, only out of the unreserved and unrestricted earned surplus of the Corporation or out of capital surplus, however arising, but each dividend paid out of capital surplus shall be identified as a distribution of capital surplus, and the amount per share paid from the surplus shall be disclosed to the shareholders receiving the payment concurrently with the distribution.

(b) Dividends may be declared and paid in the Corporation's own treasury shares.

(c) Dividends may be declared and paid in the Corporation's own authorized but unissued share out of any unreserved and unrestricted surplus of the Corporation upon the following conditions:

- (i) If a dividend is payable in shares having a par value, those shares shall be issued at not less than the-par value and there shall be transferred to stated capital at the time the dividend is paid an amount of surplus equal to the aggregate par value of the shares to be issued as a dividend.
- (ii) If a dividend is payable in shares without par value, those shares shall be issued at such stated value as shall be fixed by the board of directors by resolution adopted at the time the dividend is declared, and there shall be transferred to stated capital at the time the dividend is paid an amount of surplus equal to the aggregate stated value so fixed in respect of those shares; and the amount per share so transferred to stated capital shall be disclosed to the shareholders receiving the dividend concurrently with its payment.

(d) No dividend payable in shares of any class shall be paid to the holders of shares of any other class unless the articles of incorporation so provide or the payment is authorized by the affirmative vote or the written consent of the holders of at least a majority of the outstanding shares of the class in which the payment is to be made.

(e) A split—up or division of the issued shares of any class into a greater number of shares of the same class without increasing the stated capital of the Corporation shall not be construed to be a share dividend within the meaning of this section.

## ARTICLE VII. AMENDMENTS

These bylaws may be amended as provided in the Articles of Incorporation. When the Articles permit these Bylaws to be amended by the Board of Directors of the Corporation, these Bylaws shall be amended only by a majority vote of those directors present at any meeting, and only after thirty (30) days' notice of any proposed amendments.

**ENACTED** by the board this 21<sup>st</sup> day of September, 2022.

*/s/ Randolph W. Pinna*

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Randolph W. Pinna  
President & Chief Executive Officer

*/s/ Margaret Kingerski*

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Margaret Kingerski”  
Secretary  
c/s