

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

DIRECT TECHNOLOGIES, INC.
a Domestic Profit Corporation

has amended and filed duly restated articles on 10/01/2021 in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **10/05/2021**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
DIRECT TECHNOLOGIES, INC.**

I.

The name of the Corporation is: DIRECT TECHNOLOGIES, INC.

II.

These Articles of Restatement amend and restate the Articles of Incorporation of the Corporation, as previously amended, in their entirety. The full text of the Amended and Restated Articles of Incorporation of the Corporation is set forth on Exhibit A attached hereto.

III.

Pursuant to Section 14-2-1007 of the Georgia Business Corporation Code, these Articles of Restatement contain amendments requiring shareholder approval under the Georgia Business Corporation Code and the Second Amended and Restated Articles of the Corporation were duly adopted by the Board of Directors of the Corporation on September 17, 2021 and duly approved by the shareholders of the Corporation on September 17, 2021 in accordance with Section 14-2-1003 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, DIRECT TECHNOLOGIES, INC. has caused these Articles of Restatement to be executed by its duly authorized officer this 17th day of September, 2021.

DIRECT TECHNOLOGIES, INC.

By: Michael Rogalski
Name: Michael Rogalski
Title: President and Chief
Executive Officer

EXHIBIT A

**AMENDED AND RESTATED
OF
ARTICLES OF INCORPORATION
OF
DIRECT TECHNOLOGIES, INC.**

ARTICLE ONE

The name of the Corporation is: DIRECT TECHNOLOGIES, INC.

ARTICLE TWO

The street address and county of the Corporation's initial registered office shall be at: 999 Peachtree Street, Atlanta, Georgia 30309. The initial registered agent of the Corporation shall be Kenneth F. Antley.

ARTICLE THREE

The name and address of the incorporator are: Kenneth F. Antley, Sutherland, Asbill & Brennan, LLP, 999 Peachtree Street, Atlanta, Georgia 30309.

ARTICLE FOUR

The Corporation is organized for the purpose of engaging in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Georgia, and the Corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Code.

ARTICLE FIVE

Pursuant to Section 14-2-202(b)(4) of the Code, a director of the Corporation shall not have any personal liability to the Corporation or to its shareholders for monetary damages for any action taken, or for any failure to take any action, as a director, except that this provision shall not eliminate or limit the liability of a director of the Corporation for (a) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liabilities of a director of the Corporation that are imposed by Section 14-2-832 of the Code; or (d) any transaction from which the director derived an improper personal benefit.

ARTICLE SIX

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers,

and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this Article shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

ARTICLE SEVEN

A. Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitral, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Code, subject to the conditions prescribed under such statutory provisions.

B. In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person, the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law.

C. Nothing in this Article shall be construed as limiting the applicability and scope of Georgia law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

D. In accordance with the law of the State of Georgia, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia.

ARTICLE EIGHT

Any action required by law or by the articles of incorporation or bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation and any action which may be taken at a meeting of the shareholders may be taken without a meeting if a consent, setting forth the

action so taken, shall be approved by the signature, whether written, electronic, or otherwise, of those persons entitled to vote at a meeting those shares that have sufficient voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted, provided that action by less than unanimous consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting. No such consent shall be effective unless the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders, or unless the consent includes an express waiver of the right to receive the material. Notice of such action without a meeting by less than unanimous consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the consent is first executed and whose shares were not represented on the consent.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation this 17th day of September, 2021.

DIRECT TECHNOLOGIES, INC.

By: Michael Rogalski

Name: Michael Rogalski

Title: President and Chief

Executive Officer

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SECRETARY OF STATE
CORPORATIONS DIVISION