

AMENDED AND RESTATED BYLAWS OF

SUMMIT DIGITAL SOLUTIONS, INC.

(a Delaware corporation)

Effective as of January 9, 2024

ARTICLE I - OFFICES

Section 1.1 Registered Office

The registered office of Summit Digital Solutions, Inc. (the "Corporation") shall be located in the State of Delaware and shall be at such address as shall be set forth in the Certificate of Incorporation or as the Board of Directors may from time to time determine.

Section 1.2 Additional Offices

The Corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or as may be necessary or useful in connection with the business of the Corporation.

ARTICLE II - STOCKHOLDERS

Section 2.1 Annual Meeting

The annual meeting of stockholders shall be held on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, for the purpose of electing directors and transacting such other business as may properly come before the meeting.

Section 2.2 Special Meetings

Special meetings of the stockholders may be called at any time by the Chairman of the Board, the Chief Executive Officer, or by resolution of the Board of Directors, and shall be called by the Secretary upon written request of stockholders holding at least twenty-five percent (25%) of the outstanding shares entitled to vote.

Section 2.3 Notice of Meetings

Written notice of each meeting of stockholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1 Powers and Numbers

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors shall be fixed at seven (7), subject to modification by resolution of the Board.

Section 3.2 Qualifications and Term of Office

Directors need not be stockholders. Each director shall hold office until the next annual meeting of stockholders and until their successor is duly elected and qualified.

Section 3.3 Technology Committee

The Board shall maintain a Technology Committee responsible for oversight of the Corporation's digital transformation services, AI/ML implementations, and technology infrastructure. The Committee shall include at least one director with expertise in artificial intelligence or enterprise technology.

ARTICLE IV - OFFICERS

Section 4.1 Executive Officers

The executive officers shall be chosen by the Board of Directors and shall include a Chief Executive Officer, Chief Technology Officer, Chief Operating Officer, Chief Digital Officer, Chief Innovation Officer, Secretary, and Treasurer. The Board may also choose additional Vice Presidents and other officers.

Section 4.2 Chief Executive Officer

The Chief Executive Officer shall be the principal executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board of Directors.

ARTICLE V - INDEMNIFICATION

Section 5.1 Right to Indemnification

The Corporation shall indemnify and hold harmless any person who was or is made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation.

ARTICLE VI - STOCK CERTIFICATES

Section 6.1 Stock Certificates

The shares of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution that some or all classes or series of stock shall be uncertificated shares.

ARTICLE VII - AMENDMENTS

Section 7.1 Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the stockholders or by the Board of Directors at any regular meeting or special meeting called for that purpose.

ARTICLE VIII - MISCELLANEOUS

Section 8.1 Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 8.2 Electronic Transmission

When used in these Bylaws, the terms "written" and "in writing" shall include any "electronic transmission" as defined in Section 232(c) of the Delaware General Corporation Law.

[CERTIFICATION]

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Amended and Restated Bylaws of Summit Digital Solutions, Inc., as adopted by the Board of Directors effective as of January 9, 2024.

/s/ Sarah Blackwell

Sarah Blackwell

Secretary

Summit Digital Solutions, Inc.