

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GENTOO MEDIA INC.**

GENTOO MEDIA INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**General Corporation Law**") does hereby certify as follows:

1. The name of the corporation is Gentoo Media Inc. (the "**Corporation**"). The Corporation was originally incorporated under the name Advanced Compression Technologies, Inc, and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 10, 1992, as a stock corporation. The Directors of the Corporation have been elected and qualified.

2. Pursuant to Sections 242 and 245 of the General Corporation Law, this Third Amended and Restated Certificate of Incorporation (this "**Certificate of Incorporation**") restates and integrates and further amends the provisions of the Second Amended and Restated Certificate of Incorporation of the Corporation, which was filed with the Secretary of State of the State of Delaware on May 27th 2025 (the "**Existing Certificate**"). This Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

3. The text of the Existing Certificate as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

Article I

The name of the corporation is Gentoo Media Inc.

Article II

The registered office of the Corporation is to be located at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

Article III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law.

Article IV

The total number of shares of stock which the Corporation is authorized to issue is 250,000,000 shares of Common Stock, par value of \$0.001 per share (the "**Common Stock**"), and 100,000,000 shares of Class Z Common Stock, par value \$0.001 per share (the "**Class Z Common Stock**").

Section 1. General. Except as expressly provided herein, Common Stock and Class Z Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

Section 2. Class Z Common Stock Transfer Restrictions. The Class Z Common Stock shall not be transferred without the prior written consent of the Corporation, which may be withheld or granted at the Corporation's sole discretion.

Section 3. Class Z Common Stock Conversion Rights. Each outstanding share of Class Z Common Stock shall be convertible, at the option of the holder thereof, at any time on or after the date that is twelve (12) months from the date of issuance of such share of Class Z Common Stock, into one fully-paid and non-assessable share of Common Stock, without the payment of additional consideration by the holder thereof; provided, however, that a different conversion date may apply to any shares of Class Z Common Stock if expressly set forth in the offering document or subscription agreement pursuant to which such shares are issued.

Section 4. Mechanics of Conversion of Class Z Common Stock.

(i) In order for a holder of Class Z Common Stock to voluntarily convert shares of Class Z Common Stock into shares of Common Stock, such holder shall provide written notice to the Corporation at the principal office of the Corporation that such holder elects to convert all or any number of such holder's shares of Class Z Common Stock and, if applicable, any event on which such conversion is contingent. Unless a later time and date is otherwise specified by the holder, the close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such notice shall be the time of conversion (the "**Conversion Time**"), and the shares of Common Stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date. As soon as practicable after the Conversion Time, the Corporation shall (a) issue to such holder of Class Z Common Stock, or such holder's nominees, and register in book-entry form in the name of such holder, the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof, (b) credit such holder's account with the number (if any) of shares of Class Z Common Stock that were not converted into Common Stock, and (c) pay all declared but unpaid dividends on the shares of Class Z Common Stock converted.

(ii) The Corporation shall, at all times when the Class Z Common Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Class Z Common Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Class Z Common Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Class Z Common Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate of Incorporation.

(iii) All shares of Class Z Common Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be

outstanding and all rights and limitations with respect to such shares (including pursuant to Section 2 above) shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and to receive payment of any dividends declared but unpaid thereon.

(iv) The Corporation and its transfer agents may require such documentation, signature guarantees, indemnities and evidence of authority as they may reasonably deem necessary before acting on any transfer, conversion, or other transaction, and may delay or refuse to effect any such transaction that the Corporation or its transfer agent, in good faith, deems improper or unauthorized, without incurring any liability therefor.

Article V

The Corporation is to have perpetual existence.

Article VI

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this limitation shall not eliminate or limit the liability of the directors (i) for any breach of the directors duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the General Corporation Law, or (iv) for any transaction froth which the director derived an improper personal benefit; provided, further, that this limitation shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article VI became effective. If the General Corporation Law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of each director of the Corporation shall be limited or eliminated to the full extent permitted by the General Corporation Law as so amended from time to time.

Neither the amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Article VII

Section 1. Indemnification by Corporation. The Corporation shall indemnify any person who is or was a director or officer of the Corporation with respect to actions taken or omitted by such person in any capacity in which such person serves the Corporation, to the full extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer, as the case may be, and shall inure to the benefit of such person's heirs, executors, and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any person in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized in advance, or

unanimously consented to, by the Board of Directors of the Corporation (the "**Board of Directors**").

Directors and officers of the Corporation shall have the right to be paid by the Corporation expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right that any person may have or hereafter acquire under this Certificate of Incorporation, the by-laws, any statute, agreement, vote of stockholders or disinterested director, or otherwise.

Any repeal, or modification of this Section by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation, existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

Section 2. Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent (including trustee) of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation shall have the power to indemnify him against such liability under the provisions of this Article.

Article VIII

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of this Certificate of Incorporation and all rights and powers conferred in this Certificate of Incorporation on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed
this ____ day of _____, 2027.

GENTOO MEDIA INC.

By:

Name: Mikael Harstad

Title: Chairman