CERTIFICATE OF INCORPORATION

Z&E

The undersigned incorporators, pursuant to the Legal Entity Act and all applicable laws of the Commonwealth of Redmont, does hereby adopt the following Certificate of Incorporation for Z&E (hereinafter the "Corporation"). The In-Game Name of the Company is ZE.

1. OWNERSHIP AND EQUITY DISTRIBUTION

a) The Corporation is authorized to issue a total of one hundred thousand (100,000) shares.

b) Forty thousand (40,000) of these shall be Class A voting shares with a par value of $0.01 per share. Each Class A share entitles the owner to three (3) votes on all matters submitted to the shareholders.

c) Sixty thousand (60,000) of these shall be Class B voting shares with a par value of $0.01 per share. Each Class B share entitles the owner to one (1) vote on all matters submitted to the shareholders.

d) Upon incorporation, all Class A shares will be issued to Escudos to maintain majority control.

2. MANAGEMENT AND DECISION-MAKING

a) The business and affairs of the Corporation shall be managed by the Board of Directors.

b) For any shareholder vote, a quorum consisting of a simple majority of shares, measured as more than 50% of the vote power being present, is required.

c) Ordinary resolutions require a simple majority (greater than 50%) of the votes cast at a meeting to pass.

d) The Board of Directors is allowed to authorize Dividends that the Corporation has to pay to the shareholders. All distributions shall be made pro-rata among shareholders based on their respective share ownership.

3. FINANCING ARRANGEMENTS

a) The Corporation may raise capital through the issuance of its unissued Class B shares to strategic partners or outside investors, or through corporate borrowing and loans, subject to approval by the Board of Directors.

4. TRANSFER OF SHARES AND EXIT STRATEGIES

a) Shareholders may transfer or sell their shares in accordance with the terms of this agreement.

b) If a shareholder has not accumulated at least 24 hours of playtime in 30 days, the Corporation has the right to buy back the shares at par value; at least 48 hours of notice is required for this action.

5. BOARD OF DIRECTORS

a) There shall be a maximum of 10 members on the Board of Directors.

b) Initially, the Board of Directors shall consist solely of the user "Escudos".

c) Directors shall be elected, replaced, or removed via a simple majority vote of the shareholders, in accordance with the Legal Entity Act Part IV, Section 7.

6. SHAREHOLDER INFORMATION AND MEETINGS

a) Shareholders shall have the right to inspect corporate registries and financial statements upon reasonable request. Meetings can be scheduled by the Board or by any shareholder holding more than 20% of the voting shares.

7. RESERVED MATTERS AND AMENDMENTS

a) A 70% supermajority shareholder vote is strictly required for major corporate actions, including mergers, consolidations, the sale of all or substantially all corporate assets, or any structural alterations and amendments to this Certificate of Incorporation.

8. DISSOLUTION

a) Voluntary dissolution or winding-up of the Corporation requires a 70% supermajority shareholder vote. Upon approval, dissolution shall be processed according to the Legal Entity Act, Part III, Section 10.

9. CORPORATION PURPOSE AND NATURE

a) The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Redmont.

b) The Corporation is established as a parent holding company that maintains full parent company status, ownership, and strategic direction over its subsidiary entities, including Z&E Cards (ZEC), Z&E Realty (ZER), and Z&E Deduction (ZED). It also operates commercial renting and retail convenience stores out of a single primary account.

10. ROLES AND RESPONSIBILITIES

a) Chief Executive Officer (CEO): Responsible for the day-to-day management, operational execution, and administrative leadership of the Corporation.

b) Board of Directors: Responsible for providing broad strategic oversight, authorizing major financial transactions, handling dispute resolution, and appointing executive officers.

c) Shareholders: Responsible for providing capitalization, electing or removing members of the Board of Directors, and voting on reserved corporate matters and amendments.

EXECUTION AND ATTESTATION

Name: Escudos

Role: Incorporator/CEO