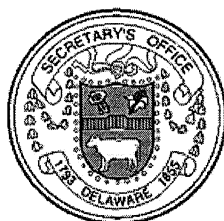


Delaware

The First State

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*I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "QUANTA
CLEAR, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF
DECEMBER, A.D. 2025, AT 1 O`CLOCK P.M.*



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

10439953 8100
SR# 20254891359

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 205643814
Date: 12-17-25

CERTIFICATE OF INCORPORATION

OF

QUANTA CLEAR, INC.

A DELAWARE CORPORATION

The undersigned, a natural person (the "*Sole Incorporator*"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

First: The name of this corporation is Quanta Clear, Inc. (the "Corporation").

Second: The registered office of the corporation in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of the registered agent of the Corporation is The Corporation Trust Company.

Third: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("*DGCL*").

Fourth: Capitalization. This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 1,000 each having a par value of \$0.0001.

Fifth: Voting Rights. Except as required by law, each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held of record by such holder on all matters submitted to a vote of the stockholders.

Sixth: Board of Directors. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors constituting the Board of Directors shall be fixed exclusively by resolutions adopted from time to time by the Board of Directors.

Seventh: Exculpation. To the fullest extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the *DGCL* or any other law of the State of Delaware is amended after approval by the stockholders of this paragraph to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the *DGCL* as so amended. Any amendment, repeal or elimination of the foregoing provisions of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of, or increase the liability of any director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to, such amendment, repeal or elimination.

Eighth: Indemnification. To the fullest extent permitted by law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the *DGCL* permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or

otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL.

Any amendment, repeal, modification or elimination of the foregoing provisions of this paragraph shall not (a) adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal, modification or elimination; or (b) increase the liability of any director, officer or agent of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such amendment, repeal, modification or elimination.

Ninth: Excluded Opportunities. In accordance with Section 122(17) of the DGCL, the Corporation hereby renounces, to the maximum extent permitted by law, any interest or expectancy in, or in being offered an opportunity to participate in, any business opportunity, transaction or matter (a "Business Opportunity") that is presented to, or discovered, identified or developed by, any Exempt Person (as defined below); provided, that this renunciation shall not apply to (i) any Business Opportunity that is expressly offered to a director or officer of the Corporation in his or her capacity as such, or (ii) any Business Opportunity that falls within the Corporation's defined principal business and that would reasonably be expected to be material to the Corporation, unless such Business Opportunity is first offered to, and declined by, the Corporation. For purposes of this Article, "Parent" means any direct or indirect parent entity of the Corporation from time to time, and "Exempt Person" means Parent and any of its affiliates (other than the Corporation), and any director, officer, employee, or agent of Parent or any such affiliate, in each case acting in such other capacity and not as a director or officer of the Corporation. No Exempt Person shall have any duty to communicate or present any Business Opportunity to the Corporation, and the Corporation waives any claim that such Business Opportunity should have been presented to or belonged to the Corporation. This Article shall apply only while the Corporation is, directly or indirectly, wholly owned by Parent, and shall automatically terminate (without retroactive effect) upon the Corporation ceasing to be wholly owned; provided, that no such termination, and no amendment or repeal of this Article, shall apply to or affect in any respect the applicability of this Article with respect to any Business Opportunity first identified, discovered or developed by any Exempt Person before such termination, amendment or repeal.

Tenth: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

Eleventh: The name and the mailing address of the Sole Incorporator is as follows:

Robert Gordon
410 N Michigan Ave #950
Chicago, IL 60611

I, the Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 16th day of December 2025.

By: /s/ Robert Gordon
Robert Gordon, Incorporator