

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 "ICE DIRECT
CLEAR, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER,
A.D. 2025, AT 1:17 O`CLOCK P.M.*



A handwritten signature in black ink, reading "C. B. Sanchez", written over a horizontal line.

Charuni Patibanda-Sanchez, Secretary of State

10297498 8100
SR# 20254144678

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

Authentication: 204916318
Date: 10-01-25

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:17 PM 10/01/2025
FILED 01:17 PM 10/01/2025
SR 20254144678 - File Number 10297498

CERTIFICATE OF INCORPORATION

OF

ICE DIRECT CLEAR, INC.

ARTICLE I

The name of the corporation is ICE Direct Clear, Inc. (the “Corporation”).

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1521 Concord Pike, Suite 201, Wilmington, New Castle County, DE 19803. The name of the registered agent of the Corporation at such address is United Agent Group Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (as amended, the “General Corporation Law”).

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, par value \$0.01 per share.

ARTICLE V

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized and empowered to adopt, amend or repeal the bylaws of the Corporation.

ARTICLE VI

Unless and except to the extent that the bylaws of the Corporation shall so require, the election of the directors of the Corporation need not be by written ballot.

ARTICLE VII

To the fullest extent permitted by the General Corporation Law, as the same exists or may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable. Any amendment, repeal or elimination of this Article VII shall

not adversely affect its application with respect to an act or omission by a director or officer occurring before such amendment, repeal or elimination.

ARTICLE VIII

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the General Corporation Law. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors, officers or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article VIII.

ARTICLE IX

The name and mailing address of the sole incorporator of the Corporation are:

Octavia N. Spencer
5660 New Northside Drive, 3rd Floor
Atlanta, GA 30328

THE UNDERSIGNED, being the incorporator hereinabove named, makes and files this Certificate of Incorporation, and does hereby declare and certify that said instrument is her act and deed and that the facts stated herein are true, and accordingly has executed this Certificate of Incorporation this 1st day of October, 2025.

Octavia N. Spencer
Octavia N. Spencer (Sep 30, 2025 15:58:10 EDT)

Name: Octavia N. Spencer