

Division of Corporations

FD600003512
Florida Department of State
Division of Corporations
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Division of Corporations
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DEPARTMENT OF STATE
DELAWARE SECRET OF STATE

2021 JUL 29 AM 10:11

FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
IDEAL IMAGE DEVELOPMENT (DELAWARE), INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000003512

(Document number of corporation (if known))

1. IDEAL IMAGE DEVELOPMENT (DELAWARE), INC.

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE

(Incorporated under laws of)

3. 05/16/2006

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 24, 2021

5. IDEAL IMAGE GROUP INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida _____
 (City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

 Signature of New Registered Agent, if changing

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9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
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_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Joseph Panholzer

(Typed or printed name of person signing)

Attorney-in-Fact

(Title of person signing)

FILING FEE \$35.00

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 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "IDEAL IMAGE DEVELOPMENT, INC.", CHANGING ITS NAME FROM "IDEAL IMAGE DEVELOPMENT, INC." TO "IDEAL IMAGE GROUP INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2021, AT 9:49 O'CLOCK A.M.



4154793 8100
SR# 20212537092

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203523132
Date: 06-24-21

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:49 AM 06/24/2021
FILED 09:49 AM 06/24/2021

SR 20212537092 - File Number 4154793

**CERTIFICATE OF AMENDMENT
TO THE
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
IDEAL IMAGE DEVELOPMENT, INC.**

Under Section 242 of the Delaware Corporation Law

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the undersigned, being the Chief Executive Officer of Ideal Image Development, Inc., a Delaware corporation (the "Corporation"), does hereby certify the following:

FIRST: The name of the Corporation is Ideal Image Development, Inc.

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 8, 2006, under the corporate name of Ideal Image Development, Inc. A Fourth Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on December 3, 2020.

THIRD: The Fourth Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to effect a change in ARTICLE I thereof, relating to the name of the Corporation. Accordingly, ARTICLE I of the Fourth Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

"The name of the corporation is Ideal Image Group Inc. (hereinafter called the "Corporation")."

FOURTH: The Fourth Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to effect a change in ARTICLE V thereof, relating to the voting and designation of the board of directors of the Corporation. Accordingly, ARTICLE V of the Fourth Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

"Pursuant to Section 141(a) of the DGCL, the business and affairs of the corporation shall be managed by and under the direction of the Board. The Board shall be divided into (a) Steiner Directors, each of whom shall have four (4) votes per director on all matters submitted for approval by the Board (whether at a meeting of the Board or by written consent in lieu of a meeting of the Board), (b) TPG Directors, each of whom shall have one (1) vote per director on all matters submitted for approval by the Board (whether at a meeting of the Board or by written consent in lieu of a meeting of the Board) and (b) Other Directors, each of whom shall have one (1) vote per director on all matters submitted for approval by the Board (whether at a meeting of the Board or by written consent in lieu of a meeting of the Board). The number of directors shall be fixed in the manner provided in the Bylaws. The presence (in person, telephonically, or by proxy) of the directors constituting a majority of the voting power of the directors then appointed to the Board shall constitute a quorum of the Board for purposes of conducting business. At all meetings of the Board, a quorum being present, all matters shall be decided by the affirmative vote of a majority of the voting power of the directors then appointed to the Board. If a quorum shall not be present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Any vacancies in the Board shall be filled in the manner provided in the Bylaws. For purposes of this Certificate of Incorporation, (a) "Steiner Director" means each director of the Corporation who is either (i) designated as a "Steiner

Director” of Ideal Image Topco, L.P., a Delaware limited partner and, as of the date of filing of this Certificate of Incorporation, the indirect sole stockholder of the Corporation (the “Sole Stockholder”), pursuant to the Amended and Restated Agreement of Limited Partnership of the Sole Stockholder, dated as of May 5, 2021, by and among the Sole Stockholder and its partners (as the same may be amended, restated, modified or supplemented from time to time in accordance with its terms, the “Sole Stockholder LP Agreement”) or (ii) designated in writing by the Sole Stockholder as a “Steiner Director” of the Corporation, (b) designated as a “TPG Director” of the Sole Stockholder pursuant to the Sole Stockholder LP Agreement and (c) “Other Director” means each director of the Corporation, other than the Steiner Directors or TPG Directors.”

FIFTH: The amendment to the Fourth Amended and Restated Certificate of Incorporation of the Corporation effected hereby was approved by the Board of Directors of the Corporation, and by written consent of the sole stockholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation as of this 24th day of June, 2021.

IDEAL IMAGE DEVELOPMENT, INC.

By: 

Name: David Prokupek

Title: Chief Executive Officer