

10/1/2020

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
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Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
 Account Number : 072720000036
 Phone : (407)843-4600
 Fax Number : (407)843-4444
 Attn: Tami D. Passley

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ROCKET CRAFTERS INC.

Certificate of Status	0
Certified Copy	1
Page Count	16
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

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)

F16000003566

(Document number of corporation (if known))

1. Rocket Crafters Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Utah 3. 08/08/2016
(Incorporated under laws of) (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? October 31, 2017
5. Rocket Crafters, 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.

Delaware

(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 Robert A. Fabian

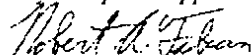
305 Brevard Avenue

(Florida street address)

New Registered Office Address: Cocoa, Florida 32922
(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

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>
CFO/VC	PAUL LARSON	1889 NORTH 2750 SOUTH	<input type="checkbox"/> Add
		LAYTON, UT 84040	<input checked="" type="checkbox"/> Remove
Director	PAUL LARSON	1889 NORTH 2750 SOUTH	<input checked="" type="checkbox"/> Add
		LAYTON, UT 84040	<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<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.

Robert A. Fabian

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

Robert A. Fabian

President

(Typed or printed name of person signing)

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN UTAH CORPORATION UNDER THE NAME OF "ROCKET CRAFTERS, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2017, AT 9 O'CLOCK A.M.



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 in a small font.

6598133 8100V
SR# 20207574372

Authentication: 203767849
Date: 09-30-20

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

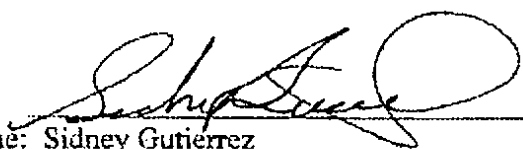
State of Delaware
Secretary of State
Division of Corporations
Delivered 09:00 AM 10/31/2017
FILED 09:00 AM 10/31/2017
SR 20176854970 - File Number 6598133

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A UTAH CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW**

This Certificate of Conversion is being filed with the Delaware Secretary of State pursuant to Section 265 of the Delaware General Corporation Law to document and effect the conversion of **ROCKET CRAFTERS, INC.**, a Utah corporation (the "Utah Corporation"), to **ROCKET CRAFTERS, INC.**, a Delaware corporation (the "Delaware Corporation").

1. The date on which the Utah Corporation was formed was November 10, 2010.
2. The jurisdiction where the Utah Corporation was first formed was the State of Utah and the jurisdiction where the Utah Corporation was formed immediately prior to filing this Certificate of Conversion was the State of Utah.
3. The name of the Utah Corporation immediately prior to the filing of this Certificate of Conversion is **ROCKET CRAFTERS, INC.**
4. The name of the Delaware Corporation as set forth in its Certificate of Incorporation filed in accordance with the Delaware General Corporation Law is **ROCKET CRAFTERS, INC.**

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 31st day of October, 2017.

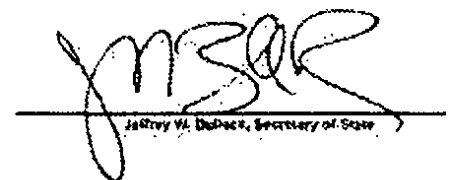
By: 
Name: Sidney Gutierrez
Title: Chief Executive Officer

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 FORMATION OF "ROCKET CRAFTERS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2017, AT 9 O'CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

6598133 8100
SR# 20207574372

Authentication: 203767850
Date: 09-30-20

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:00 AM 10/31/2017
FILED 09:00 AM 10/31/2017

SR 20176854970 - File Number 6598133

CERTIFICATE OF INCORPORATION
OF
ROCKET CRAFTERS, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware, particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies that the facts herein stated are true, as follows:

FIRST: The name of this corporation is Rocket Crafters, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware, 19904. The name of its registered agent at such address is National Registered Agents, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 15,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock") and (ii) 2,000,000 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock"). The Board of Directors may divided the Preferred Stock into any number of series, fix the designation and number of shares of each such series, and determine or change the designation, relative rights, preference, and limitations of any series of Preferred Stock. The Board of Directors (within the limits and restrictions of any resolutions adopted by it originally fixing the number of any series of Preferred Stock) may increase or decrease the number of shares initially fixed for any series, but no such decrease shall reduce the number below the number of shares then outstanding and shares duly reserved for issuance.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more

other such series, to vote thereon pursuant to the Certificate of Incorporation or pursuant to the General Corporation Law. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of the Certificate of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

B. SERIES A PREFERRED STOCK

1. Number of Shares and Designation. 470,000 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "**Series A Preferred Stock**" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "sections" or "subsections" in this Part B of this Article Fourth refer to sections and subsections of this Part B of this Article Fourth. Each share of Series A Preferred Stock shall rank equally in all respects and shall be subject to the following provisions of Section B of this Fourth Article.

2. Definitions. The following terms shall be defined as set forth below for purposes of this Fourth Article

"**Affiliate**" shall mean, in respect of any Person, any other Person that is directly or indirectly controlling, controlled by, or under common control with such Person or any of its Subsidiaries, and the term "control" (including the terms "controlled by" and "under common control with") means having, directly or indirectly, the power to direct or cause the direction of the management and policies of a Person, whether through ownership of voting securities or by contract or otherwise.

"**Board**" shall mean the Board of Directors of the Corporation.

"**Business Combination**" shall mean (i) any reorganization, consolidation, merger, share exchange or similar business combination transaction involving the Corporation (or any Subsidiary) with any Person or (ii) the sale, assignment, conveyance, transfer, lease or other disposition by the Corporation (or any Subsidiary) of all or substantially all of its assets.

"**Business Day**" shall mean any day other than a Saturday, Sunday or a day on which the federal banks in Delaware are authorized by law or executive order to be closed.

"**Common Stock**" shall mean shares of common stock, par value \$0.001, of the Corporation.

"**Conversion Rate**" has the meaning set forth in section 7 hereof.

"**Exchange Act**" shall mean the Securities Exchange Act of 1934, as amended, or any successor statute, and the rules and regulations promulgated thereunder.

"**Liquidation Preference**" has the meaning set forth in Section 5 hereof.

"Liquidity Event" shall mean (i) a sale or other transfer of all or substantially all of the assets of the corporation in any single transaction or series of related transactions, (ii) any merger, consolidation or reorganization to which the Corporation is a party, excluding any such transaction where the Corporation is the surviving entity to such transaction or after giving effect to such merger, consolidation or reorganization, the holders of the Corporation's outstanding capital stock (on a fully-diluted basis) immediately prior to such merger, consolidation or reorganization or their Affiliates will own, immediately following the effectiveness of such merger, consolidation or reorganization, capital stock holding less than a majority of the voting power of the surviving entity, as applicable, (iii) any sale, in a single transaction or a series of related transactions, of the Corporation's capital stock by the holders thereof which results in any Person or group of Affiliated Persons (other than the current owners of the Corporation's capital stock or their Affiliates) owning capital stock holding a majority of the voting power of the Corporation, or (iv) any liquidation, dissolution or winding up, voluntary or involuntary, of the Corporation.

"Parity Securities" has the meaning set forth in Section 3 hereof.

"Person" shall mean an individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act).

"Rights or Options" shall mean Convertible Securities, warrants, options or other rights to purchase or acquire shares of Common Stock or Convertible Securities.

"Senior Securities" has the meaning set forth in section 3 hereof.

"Subsidiary" of a Person shall mean (i) a corporation, a majority of whose stock with voting power, under ordinary circumstances, to elect directors is at the time of determination, directly or indirectly, owned by such Person or by one or more Subsidiaries of such Person, or (ii) any other entity (other than a corporation) in which such Person or one or more Subsidiaries of such Person, directly or indirectly, at the date of determination thereof has at least a majority ownership interest.

3. Rank. The Series A Preferred Stock shall, with respect to payment of dividends and rights (including as to the distribution of assets) upon liquidation, dissolution or winding up of the affairs of the Corporation (i) except to the extent otherwise provided herein rank on a parity with the Common Stock (the **"Parity Securities"**), and (ii) rank junior to each other class or series of equity securities of the Corporation, whether currently issued or issued in the future without violation of this Certificate, that by its terms ranks senior to the Series A Preferred Stock as to payment of dividends or rights upon liquidation, dissolution or winding up of the affairs of the Corporation (all of such equity securities are collectively referred to herein as the **"Senior Securities"**). The respective definitions of Parity Securities and Senior Securities shall also include any rights or options exercisable or exchangeable for or convertible into any of the Parity Securities or Senior Securities, as the case may be.

4. Dividends.

(a) Holders of shares of Series A Preferred Stock shall be entitled to participate equally and ratably with the holders of shares of Common Stock in all dividends and distributions paid (whether in the form of cash, securities, evidences of indebtedness, assets or

otherwise, of the Corporation, any of its Subsidiaries or any other Person (or rights, options or warrants to subscribe for or acquire any of the foregoing)) on the shares of Common Stock as if immediately prior to each record date for the payment of dividends to the holders of shares of Common Stock, the shares of Series A Preferred Stock then outstanding were converted into shares of Common Stock (in the manner described in section 7 below). Dividends or distributions payable pursuant to the preceding sentence shall be payable on the same date that such dividends or distributions are payable to holders of shares of Common Stock. Each such dividend or distribution shall be payable to the holders of record of shares of Series A Preferred Stock as they appear on the stock records of the Corporation at the close of business on the applicable record date, which shall be not more than sixty (60) days nor less than ten (10) days preceding the related dividend or distribution payment date, as shall be fixed by the Board.

(b) If there shall be any dividend or distribution, in which holders of Series A Preferred Stock shall be entitled to participate pursuant to this section B., which is in the form of Common Stock or rights, options or warrants to subscribe for or acquire Common Stock, then such dividend or distribution shall instead be made to such holder in the form of Series A Preferred Stock (with the number of shares of Series A Preferred Stock issuable in such dividend or distribution being equal to the number of shares of Series A Preferred Stock that would be convertible under section 7 into the number of shares of Common Stock that such holder would have received in such dividend or distribution, and, in the case of any such dividend or distribution that is in the form of rights, options or warrants to subscribe for or acquire Common Stock, a number of rights, options or warrants to subscribe for or acquire shares of Series A Preferred Stock (with (i) such number of shares of Series A Preferred Stock being equal to the number of shares of Series A Preferred Stock that would be convertible under section 6 into the number of shares of Common Stock that such rights, options or warrants would have covered had such rights, options or warrants been to subscribe for or acquire Common Stock and (ii) such other terms of the rights, options or warrants (including exercise price and other terms) being such that such rights, option or warrants have equivalent economic and other terms as the rights, options or warrants to subscribe for or acquire Common Stock).

5. Liquidation Preference. In the event of any Liquidity Event, the holders of shares of Series A Preferred Stock then outstanding shall, with respect to each share of Series A Preferred Stock, be entitled to be paid in redemption of such share out of the assets of the Corporation available for distribution to its stockholders at the option of each holder of Series A Preferred Stock (a) a liquidation preference equal to \$10.69 per share of Series A Preferred Stock before any distribution is made to holders of shares of Common Stock (the "Liquidation Preference") or (b) such holder's share out of the assets of the Corporation available for distribution to its stockholders on a pro rata basis based on the number of shares of Common Stock that such holder would have received if the holder's shares of Series A Preferred Stock were converted into Common Stock.

6. Voting Rights. Except as otherwise provided herein or as required by applicable law, the holders of Series A Preferred Stock shall be entitled to vote on all matters on which the holders of Common Stock shall be entitled to vote, in the same manner and with the same effect as the holders of Common Stock, voting together with the holders of Common Stock as a single class. For purposes of this section 6, the holders of Series A Preferred Stock shall be given notice of any meeting of stockholders as to which the holders of Common Stock are given notice in accordance with the by-laws of the Corporation. As to any matter on which the holders

of Series A Preferred Stock shall be entitled to vote in accordance with the first sentence of this section 6, each holder of Series A Preferred Stock shall have a number of votes per share of Series A Preferred Stock held of record by such holder on the record date for the meeting of stockholders, if such matter is subject to a vote at a meeting of stockholders, or on the effective date of any written consent, if such matter is subject to a written consent of the stockholders without a meeting of stockholders, equal to the number of shares of Common Stock into which such share of Series A Preferred Stock is then convertible on such record date or effective date, as the case may be, in accordance with this section 6 hereof.

As long as shares of Series A Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote or written consent of at least a majority of the then outstanding shares of Series A Preferred Stock, directly or indirectly, take (and shall not permit any Subsidiary to take) any of the following actions or agree to take any of the following actions:

(i) amend, alter or repeal any of the provisions of the Corporation's Restated Certificate of Incorporation, or in any way change the preferences, privileges, rights or powers with respect to the Series A Preferred Stock or restricts the Corporation's ability to satisfy its obligations hereunder to holders of Series A Preferred Stock or the Corporation's ability to honor the exercise of any rights of the holders of the Series A Preferred Stock;

(ii) authorize, create, designate, issue or sell any (A) class or series of capital stock (including shares of treasury stock and reclassification of existing classes or series of capital stock), (B) rights, options, warrants or other securities convertible into or exercisable or exchangeable for capital stock or (C) any debt security which by its terms is convertible into or exchangeable for any capital stock or has any other equity feature or any security that is a combination of debt and equity, which capital stock, in each case, has preferences senior to or pari passu with the Series A Preferred Stock;

(iii) reclassification of any existing classes or series of capital stock into capital stock having preferences senior to or pari passu with the Series A Preferred Stock as to payment of dividends;

(iv) directly or indirectly declare or pay any dividend or make any distribution (whether in cash, shares of capital stock of the Corporation, or other property, other than shares of Common Stock) on shares of Common Stock of the Corporation;

(v) a sale of all or substantially all of the assets of the Corporation, in any single transaction or series of related transactions;

(vi) redeem, purchase or otherwise acquire for value (including through an exchange), or set apart money or other property for any mandatory purchase or analogous fund for the redemption, purchase or acquisition of any shares of capital stock of the Corporation (except with respect to the repurchase of shares of Common Stock held by employees, consultants, officers or directors of the Corporation upon termination of employment or service, which has been approved by the Board and pursuant to the terms of agreements providing for such repurchase);

(vii) consummate (A) any reorganization, consolidation, merger, share exchange or similar business combination transaction involving the Corporation (or any Subsidiary) with any Person which results in the stockholders of the Corporation (or any Subsidiary) owning less than fifty percent (50%) of the outstanding capital stock of the surviving entity; and (B) any other form of acquisition or Business Combination where the Corporation (or any Subsidiary) is the target of such acquisition and where a change in control occurs such that the Person(s) seeking to acquire the Corporation (or any Subsidiary) has the power to elect a majority of its board of directors as a result of the transaction (each such event an "Acquisition") or enter into an agreement with respect to an Acquisition; or

(viii) liquidate or dissolve the Corporation.

As to any of the matters set forth in clauses (i) - (viii) above, each holder of Series A Preferred Stock shall have one vote for each share of Series A Preferred Stock held of record by such holder on the record date for the meeting of stockholders, if such matter is subject to a vote at a meeting of stockholders, or on the effective date of any written consent, if such matter is subject to a written consent of the stockholders without a meeting of stockholders.

7. Conversion.

(a) Optional Conversion. The holders of the Series A Preferred Stock shall have the right, at their option, to convert shares of the Series A Preferred Stock into shares of the Common Stock of the Corporation at any time and from time to time, notwithstanding any pending redemption, on the following terms and conditions:

(i) Each Share of the Series A Preferred Stock shall be converted at the option of the holder thereof, without the payment of additional consideration, into such number of fully paid and nonassessable shares of the Common Stock as is determined by dividing \$10.69 by the Conversion Rate (as defined below) in effect at the time of conversion or such other time as such number is being determined for purposes of voting. The "Conversion Rate" shall initially be \$10.69 and shall be subject to adjustment as provided in subsection (c) below.

(ii) The Corporation shall not issue, in connection with the conversion of shares of the Series A Preferred Stock, certificates for fractional shares, but in lieu thereof shall pay to any person who would otherwise be entitled thereto an amount of cash equal to such fraction multiplied by the fair market value of the Common Stock, as determined by the Board of Directors, whose determination shall be conclusive.

(b) Mechanics of Conversion. In order for any holder of shares of Series A Preferred Stock to convert the same into Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation and shall give written notice to the Corporation that he elects to convert all or part of the shares represented by the certificate or certificates and shall state in writing therein the name or names in which he wishes the certificate or certificates for Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder of shares of the Series A Preferred Stock, or to his nominee or nominees, certificates for the full number of shares of Common Stock to which he shall be entitled as aforesaid. If surrendered certificates for the Series A Preferred

Stock are converted only in part, the Corporation will issue and deliver to the holder, or to his nominee or nominees, a new certificate or certificates representing the aggregate of the unconverted shares of Series A Preferred Stock. Shares of the Series A Preferred Stock shall be deemed to have been converted as of the date of the surrender of such shares for conversion as provided above, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock on such date.

(c) Adjustment of Conversion Rate. The Conversion Rate shall be subject to adjustment as follows:

(i) In case the Corporation shall (X) pay a dividend or make a distribution on its Common Stock in shares of the Common Stock of the Corporation, (Y) subdivide or split its outstanding Common Stock, or (Z) combine the outstanding Common Stock into a smaller number of shares, the Conversion Rate following the effective date of such event shall be equal to the product of the Conversion Rate in effect immediately prior to such adjustment multiplied by a fraction, the denominator of which is the number of shares of Common Stock outstanding immediately after such event and the numerator of which is the number of shares outstanding immediately prior to such event.

(ii) In the event the Corporation at any time or from time to time shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, then and in each such event provision shall be made so that the holders of the Series A Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had the Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this paragraph with respect to the rights of the holders of the Series A Preferred Stock; and provided further, however, that no such adjustment shall be made if the holders of Series A Preferred Stock simultaneously receive a dividend or other distribution of such securities as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

(iii) If the Common Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation, or sale of assets provided for below), then and in each such event the holder of each such share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change, by holders of the number of shares of Common Stock into which such share of Series A Preferred Stock might have been converted immediately prior to such reorganization, reclassification, or change, all subject to further adjustment as provided herein.

(iv) In case of any Business Combination or reclassification of Common Stock (other than a reclassification of Common Stock covered by section 7(c)(iii) above), lawful provision shall be made as part of the terms of such Business Combination or reclassification whereby the holder of each share of Series A Preferred Stock then outstanding shall have the right to convert into the kind and amount of securities, cash and other property receivable upon the Business Combination or reclassification by a holder of the number of shares of Common Stock of the Corporation into which a share of Series A Preferred Stock would have been convertible at the Conversion Rate described under this section 7 immediately prior to the Business Combination or reclassification.

(v) Whenever the Conversion Rate is adjusted as herein provided, the Corporation shall prepare a certificate setting forth such adjustment and showing in detail the facts upon which such adjustment is based, and such certificate shall then be delivered to the holders of record of the Series A Preferred Stock.

(vi) The adjustments herein provided for shall become effective immediately following the record date for any event for which a record date is designated and on the effective date for any other event.

(d) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of the Corporation's Common Stock at the Conversion Rate (i) at the time of the closing of the sale of the Corporation's Common Stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended (other than a registration relating solely to a transaction under Rule 145 of the Securities Act of 1933, or any successor thereto, or to an employee benefit plan of the Corporation) or (ii) if the holders of more than fifty percent (50%) of the then outstanding Series A Preferred Stock elect to convert.

(e) Reservation of Shares of Common Stock. So long as any shares of the Series A Preferred Stock remain outstanding, and the holders thereof have the right to convert them into shares of Common Stock, the Corporation shall reserve and keep available, free from preemptive rights, from the authorized and unissued shares of its Common Stock a sufficient number of shares to provide for such conversion.

(f) Effect of Conversion. Shares of Series A Preferred Stock that have been converted as provided herein shall be canceled on the books of the Corporation, and shall not be re-issued.

8. Notices. In the event that the Corporation shall give notice or make a public announcement to the holders of Common Stock of any action of the type described in Subsection 7(c) or in section 4 or section 5 hereof, the Corporation shall, at the time of such notice or announcement, and in the case of any action which would require the fixing of a record date, at least ten (10) days prior to such record date, give notice to each holder of shares of Series A Preferred Stock, by mail, first class postage prepaid, which notice shall specify the record date, if any, with respect to any such action and the approximate date on which such action is to take place. Such notice shall also set forth the facts with respect thereto as shall be reasonably necessary to indicate the effect on the Conversion Rate and the number, kind or class of shares or other securities or property which shall be deliverable upon conversion of the Series A Preferred Stock. All notices to the Corporation permitted hereunder shall be personally delivered or sent

by first class mail, postage prepaid, addressed to its principal office located at 355 Golden Knights Blvd., Suite 4, Titusville, Florida 32870, or to such other address at which its principal office is located and as to which notice thereof is similarly given to the holders of the Series A Preferred Stock at their addresses appearing on the books of the Corporation.

9. Amendment. This Section B of the Fourth Article may only be amended with the prior written consent of at least a majority of the then outstanding shares of Series A Preferred Stock.

FIFTH: Subject to any additional vote required by the Certificate of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH: Subject to any additional vote required by the Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH: To the fullest extent permitted by law, a director 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. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

TENTH: To the fullest extent permitted by applicable 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 General Corporation Law 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 General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ELEVENTH: The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Series A Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

TWELFTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article Twelfth shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Twelfth (including, without limitation, each portion of any sentence of this Article Twelfth containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.


THIRTEENTH: The name and the mailing address of the Incorporator are as follows:

Sidney Gutierrez

324 Sarah Lane NW
Albuquerque, New Mexico 87114

* * *

IN WITNESS WHEREOF, the Incorporator has signed this Certificate of Incorporation this 31st day of October, 2017.

By: 

Name: Sidney Gutierrez

Title: Incorporator