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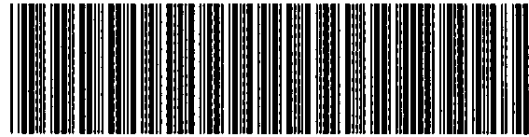
(Business Entity Name)

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2012

THE PEARL LAW FIRM, P.A.
ATTN: MICHAEL MALARNEY
7400 TAMiami TRAIL NORTH, SUITE 101
NAPLES, FL 34108

SUBJECT: GRAIL SEMICONDUCTOR, INC.
Ref. Number: W12000063733

We have received your document for GRAIL SEMICONDUCTOR, INC. and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please review and submit only the Certificate of Domestication and one set of Articles of Incorporation in its entirety.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 612A00030545

COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: GRAIL SEMICONDUCTOR, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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THE PEARL LAW FIRM, P.A.

Name (printed or typed)

7400 TAMiami TRAIL NORTH, SUITE 101

Address

NAPLES, FLORIDA 34108

City, State & Zip

239-653-9330

Daytime Telephone Number

MIKE@INVESTORATTORNEYS.CO

E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

13 JAN -4 PM 3:49

The undersigned, RONALD W. HOFER, CHIEF EXECUTIVE OFFICER,
(Name) (Title)


of GRAIL SEMICONDUCTOR INC. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was JANUARY 24, 2000.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was CALIFORNIA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was GRAIL SEMICONDUCTOR, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is GRAIL SEMICONDUCTOR, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was NAPLES, FLORIDA SINCE JANUARY 2012.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am CEO, of GRAIL SEMICONDUCTOR, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 21st day of DECEMBER, 2011.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

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**ARTICLES OF INCORPORATION
OF
GRAIL SEMICONDUCTOR, INC.**

ARTICLE I

The name of the corporation is Grail Semiconductor, Inc.

The address of the corporation is 7400 Tamiami Trail N., Suite 101, Naples, Florida 34108.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Business Corporation Act.

ARTICLE III

This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The Corporation is authorized to issue Eighty Million (80,000,000) shares of Common Stock and Twenty Million (20,000,000) shares of Preferred Stock. In addition to the series of Preferred Stock as established by these Articles of Incorporation, the Board of Directors is authorized to divide the remaining Preferred Stock into one or more additional series, to designate such series and set the number of shares that shall constitute such series, and to determine, and alter, the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock. Within the limits stated of any resolution authorizing any new series of Preferred Stock, the Board of Directors may increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

ARTICLE IV

There are hereby created two series of Preferred Stock with the rights, preferences, privileges, and restrictions granted to and imposed on each series as set forth in this Article IV. Series A Preferred Stock shall consist of 1,556,000 shares of Preferred Stock, and Series B Preferred Stock shall consist of 8,000,000 shares of Preferred Stock.

1. Dividend Provisions.

- (a) Series A: Subject to the rights of series of Preferred Stock which may from time to time come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of this corporation) on the

Common Stock of this corporation, at the rate of \$.05 per share per annum or, if greater (as determined on a per annum basis and an as converted basis for the Series A Preferred Stock), an amount equal to that paid on any other outstanding shares of this corporation, payable quarterly when, as and if declared by the Board of Directors. Such dividends shall be non-cumulative.

- (b) Series B: In the event that the Board of Directors determines to pay a cash dividend, or an in-kind dividend payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, or other valuable property, other than dividends payable in shares of the Corporation or options or rights to receive shares of the Corporation, then the dividend payable with respect to each share of Series B Preferred Stock then issued and outstanding shall be the greater of (A) the amount of such dividend payable with respect to Common Stock multiplied by the number of shares of Common Stock into which the Series B Preferred Stock could then convert, or (B) the amount of such dividend payable with respect to any other series of Preferred Stock in an amount that is proportionate to the number of shares of Common Stock into which shares of such other series of Preferred Stock are then convertible and the number of shares of Common Stock into which shares of Series B Preferred Stock are then convertible.

2. **Liquidation Preference.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or in the event of the sale of all or substantially all of the assets of the Corporation, or upon the consolidation or merger of the Corporation with or into a third party (all the foregoing being hereinafter referred to as a "Liquidation Event"), then the holders of shares of Series A Preferred Stock and Series B Preferred Stock shall be entitled to receive, in preference to the holders of the Corporation's Common Stock and to the holders of any other class or series of Preferred Stock, whether issued prior to or subsequent to the issuance of the Series A Preferred Stock and Series B Preferred Stock, out of the proceeds or consideration from the Liquidation Event, a Liquidation Preference as hereinafter defined. The Series A Liquidation Preference shall equal, for each share, the price at which the initial share of Series A Preferred Stock is issued ("Series A Original Issue Price"). The Series B Liquidation Preference shall equal, for each share, the price at which the initial share of Series B Preferred Stock is issued ("Series B Original Issue Price"). If the proceeds or consideration from the Liquidation Event that are available for distribution to the Corporation's shareholders shall be insufficient to pay the persons then holding shares of Series A Preferred Stock and Series B Preferred Stock the full amount of their respective Liquidation Preferences, then the holders of the Series A Preferred shares and the Series B Preferred shares shall share ratably, in proportion to the respective Liquidation Preference payable to each, such that each such holder will receive the same percentage of the Liquidation Preference due to such holder, and there shall be no distribution to the holders of Common Stock or to the holders of any other class or series of Preferred Stock. Any proceeds or consideration from a Liquidation Event that remain after full payment of the Series A Preferred Liquidation Preference and the Series B Liquidation Preference shall be paid to the holders of shares of any other class or series of Preferred Stock shares and/or to holders of shares of Common Stock of the Corporation. If the proceeds or consideration from the Liquidation Event that are available for distribution to

the Corporation's shareholders shall be greater, on a per share basis and counting each share of Series A Preferred Stock and Series B Preferred Stock as being equal to the number of shares of Common Stock into which the Series A Preferred Stock and the Series B Preferred Stock would then be convertible, than both the foregoing Series A Liquidation Preference and Series B Liquidation Preference, then the holders of the shares of Series A Preferred Stock and the holders of shares of Series B Preferred Stock shall be entitled to receive a liquidation preference in the same amount, on a per share basis, as the holders of shares of Common Stock, counting each share of Series A Preferred Stock and Series B Preferred Stock as being equal to the number of shares of Common Stock into which it is then convertible.

3. **Conversion.** Each share of Series A Preferred Stock and Series B Preferred Stock shall be convertible, at the option of the holder thereof, or shall be automatically convertible into shares of Common Stock of the Corporation in accordance with the provisions of this Paragraph (3).

- (a) Upon a voluntary conversion pursuant to subparagraph 3(b), or upon one of the Automatic Conversion Events described in subparagraph 3(c), each share of Series A or Series B Preferred Stock shall convert into one (1) fully paid and nonassessable share of common stock of the Corporation; provided, however, if New Securities, as defined in subparagraph (3)(k) below, are sold and issued by the Corporation for a price per share that is less than the Series A Original Issue Price for the Series A Preferred Stock or less than the Series B Original Issue Price for the Series B Preferred Stock, respectively, then each share of Series A Preferred Stock and Series B Preferred Stock, as the case may be, shall convert into the number of shares of Common Stock of the Corporation as results from dividing the Series A Original Issue Price for the Series A or Series B Original Issue Price for the Series B Preferred Stock with the price per share for the New Securities (to be adjusted for the effect of any transaction described in subparagraph (3)(i) hereof). In the event there is more than one issuance of New Securities, then the conversion ratio shall be determined at the lowest price per share for such New Securities.
- (b) At the option of the shareholders, each shareholder of Series A or Series B Preferred Stock may convert all or so many of its shares of Series A or Series B Preferred Stock into the number of shares of Common Stock of the Corporation to which such holder is entitled pursuant to subparagraph 3(a) above at any time by delivering to the Secretary of the Corporation a written request specifying the number and class of Preferred Stock to be converted.
- (c) Each share of Series A or Series B Preferred Stock shall convert automatically into the number of fully paid and nonassessable shares of common stock of the Corporation to which such holder is then entitled pursuant to subparagraph 3(a) above: (A) if and when the Corporation sells and issues, as part of a single public offering, shares of its Common Stock, the offering price of which is not less than Six Dollars (\$6.00) per share (adjusted to reflect subsequent stock dividends, stock splits or recapitalizations) and the proceeds of the offering are not less than Seven

Million Five Hundred Thousand Dollars (\$7,500,000) ("Public Offering Conversion Event"), or (B) upon the exercise of Piggyback registration rights as are granted to holders of the Series A or Series B Preferred Stock ("Registration Right Conversion Event") or (C) if and when at least sixty-seven percent (67%) of the shares of Series A Preferred Stock and Series B Preferred Stock originally issued and outstanding have either (i) been redeemed by the Corporation or (ii) converted, or elected to convert, to shares of Common Stock of the Corporation, in each case with each Series of Preferred Stock being considered separately ("Two-Thirds Conversion Event"), or (D) thirty (30) days following the effective date of a redemption offer from the Corporation to redeem all outstanding shares of Series A Preferred Stock and/or all outstanding shares of Series B Preferred Stock at a price per share, in the case of Series A Preferred Stock, equal to the Series A Original Issue Price, increased by an annual fifteen percent (15%) rate of return from the date originally issued, or, in the case of Series B Preferred Stock, the Series B Original Issue Price increased by an annual fifteen percent (15%) rate of return from the date originally issued, ("Redemption Conversion Event"). The Public Offering Conversion Event described under subpart (A) shall occur automatically upon the completion of the sale and issuance of Common Stock of the Corporation that satisfies the conditions set forth in subpart (A). The Registration Right Conversion Event described under subpart (B) shall occur automatically, for each of Series A Preferred Stock or Series B Preferred Stock following the exercise of the piggyback registration rights by holders, respectively, of each of Series A or Series B Preferred Stock. The Two-Thirds Conversion Event described under subpart (C) shall occur, separately with respect to each of the Series A Preferred and Series B Preferred, upon the completion of the redemption or the conversion of the share that will cause the number of converted and redeemed shares of Series A Preferred Stock or Series B Preferred Stock, as the case may be, to equal or exceed sixty-seven (67%) of the originally issued shares of such Series. The Redemption Conversion Event shall occur thirty (30) days after the effective date of the redemption offer that satisfies the requirements of subpart (D) above.

- (d) Upon the occurrence of the Public Offering Conversion Event, a Registration Right Conversion Event, a Two-Thirds Conversion Event or a Redemption Conversion Event (each such Event causing an "Automatic Conversion Date"), and the automatic conversion of shares of either or both of the Series A Preferred Stock and Series B Preferred Stock into shares of Common Stock of the Corporation, the Corporation shall notify each holder of shares of the relevant Series of Preferred Stock, at such address as is then shown on the books of the Corporation for such holder, that it is prepared to issue and deliver to such holder validly issued certificates for shares of Common Stock of the Corporation' in an amount equal to the number of shares of Series A or Series B Preferred Stock, as the case may be, then shown as standing in the name of such holder, or such other amount as the holder may be entitled pursuant hereto, upon the surrender to the Corporation of the holder's certificate or certificates for shares of the

relevant Series of Preferred Stock. From and after the Automatic Conversion Date, the Corporation shall no longer record on its transfer books any sale or transfer of shares of the relevant Series of Preferred Stock. All holders of record of shares of the relevant Series of Preferred Stock shall, on the Automatic Conversion Date, be deemed to have become holders of Common Stock of the Corporation.

- (c) The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of its Common Stock on conversion of shares of Series A and B Preferred Stock pursuant hereto. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series A or B Preferred Stock so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Corporation the amount of any such tax, or has established, to the satisfaction of the Corporation, that such tax has been paid.
- (f) The Corporation shall at all times reserve and keep available, out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the shares of Series A and Series B Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all shares of Preferred Stock from time to time outstanding. The Corporation shall from time to time (subject to obtaining necessary director and shareholder approval), in accordance with the laws of the State of Florida, increase the authorized amount of its Common Stock if at any time the authorized number of shares of its common stock remaining unissued shall not be sufficient to permit the conversion of all of the shares of Preferred Stock at that time outstanding.
- (g) If any shares of Common Stock reserved for the purpose of conversion of shares of Preferred Stock require registration or listing with, or approval of, any governmental authority, stock exchange or other regulatory body under any federal or state law or regulation or otherwise, before such shares may be validly issued or delivered upon conversion, the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration, listing or approval, as the case may be.
- (h) All shares of Common Stock that may be issued upon conversion of the shares of Series A and Series B Preferred Stock will upon issuance by the Corporation be duly and validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issuance thereof.
- (i) In the event that the Corporation shall, at any time, subdivide the outstanding shares of its Common Stock or issue a stock dividend on its outstanding Common Stock, or if the Common Stock of the Corporation, without receipt of consideration, shall be changed into or exchanged for a different number or kind of shares of stock or other securities (whether by

reason of recapitalization, reclassification, split-up, combination or consolidation of shares, exchange of shares, or otherwise), then the number and kind of shares of Common Stock or other securities into which each outstanding share of Common Stock of the Corporation shall be so changed, or for which each share shall be so exchanged, or to which each such share shall be entitled, as the case may be, shall be substituted for or added to the shares of Common Stock into which shares of Series A and Series B Preferred Stock shall be converted, all without further action of the Corporation or of the holder of shares of Series A and Series B Preferred Stock, such that each share of Series A and Series B Preferred Stock shall preserve the right to be converted into the same proportionate interest in the Corporation it would have been converted into without the occurrence of such event.

- (j) The Corporation shall not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith assist in the carrying out of all the provisions of this Paragraph (3) and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the shares of the Series A and Series B Preferred Stock against impairment, subject to the right of the Board of Directors to establish the rights, preferences, privileges, and restrictions of any subsequent class or series of its Preferred Stock, and to issue such shares, without the consent of the holders of the shares of Series A and Series B Preferred Stock.
- (k) "New Securities" shall mean any shares of Common Stock, Series A Preferred Stock, Series B Preferred Stock, shares of other Preferred Stock of the Corporation or securities of any type whatsoever that are, or may become, convertible into shares of Common Stock, shares of Series A Preferred Stock, shares of Series B Preferred Stock or shares of other Preferred Stock, whether now authorized or not, and rights, options or warrants to purchase said shares of Common Stock, shares of Series A Preferred Stock, shares of Series B Preferred Stock, shares of other Preferred Stock or securities of any type whatsoever that are, or may become, convertible into shares of Common Stock, shares of Series A Preferred Stock, shares of Series B Preferred Stock or shares of other Preferred Stock; provided that "New Securities" shall not include (A) shares of Series A Preferred Stock or Series B Preferred Stock purchased in the original issuance thereof (referred to in this subparagraph as the "Original Issuance") or the shares of Common Stock into which they are convertible, (B) securities offered to the public pursuant or subsequent to an effective registration statement under the Securities Act of 1933 (the "Act"), (C) securities issued pursuant to the acquisition of another corporation by the Corporation pursuant to a merger or similar business combination, purchase of substantially all of such other corporation's assets, or other reorganization

whereby the Corporation owns not less than fifty-one percent (51%) of the voting power of such corporation, (D) any securities issued as a dividend or upon a recapitalization or stock split of existing securities, (E) options or warrants issued and outstanding as of the date of the Original Issuance of Series B Preferred Stock and the shares issuable upon conversion thereof, (F) securities issued to employees, consultants, officers, or directors of the Corporation pursuant to any stock option, stock purchase, or stock bonus plan, agreement or arrangement approved by the Board of Directors, (G) an additional amount of securities, not exceeding on a cumulative basis fifteen percent (15%) of the outstanding shares of common stock on a fully diluted basis on the date of Original Issuance of Series B Preferred Stock, issued to vendors, customers, business partners, or to other persons in similar commercial situations with the Corporation if such issuance is approved by the Board of Directors, (H) securities issued pursuant to any debt or lease financing, whether issued to a lender, lessor, guarantor or other person; and (I) any right, option or warrant to acquire any security convertible into the securities excluded from the definition of New Securities pursuant to subsections (A) through (H) above.

- (l) No fractional shares shall be issued upon conversion of the Series A or Series B Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share.
- (m) In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series A and Series B Preferred Stock, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.
- (n) Any notice required by the provisions of this Section 3 to be given to the holders of shares of Series A or Series B Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of this corporation.

4. **Participation Rights.** Each holder of Series A and Series B Preferred Stock shall have the right to purchase a pro rata share of New Securities, as defined in subparagraph 3(k) above, which the Corporation may, from time to time, propose to sell and issue.

- (a) A pro rata share, for purposes of this participation right, is a fraction, the numerator of which is the sum of the number of shares of Common Stock of the Corporation that each holder of Series A and Series B Preferred Stock

is entitled to receive upon conversion of its shares of Series A and Series B Preferred Stock into Common Stock immediately prior to issuance of the New Securities and the denominator of which is the sum of (i) the total number of issued and outstanding shares of the Common Stock immediately prior to the issuance of New Securities and (ii) the number of shares of Common Stock into which could be converted all shares of Preferred Stock issued and outstanding immediately prior to the issuance of the New Securities.

- (b) In the event the Corporation intends to make an offering of New Securities, it shall provide each holder of Series A and/or Series B Preferred Stock with written notice of such intention. Such notice shall describe the type of New Securities, the price thereof, and the general terms upon which the Corporation proposes to issue same. Each holder of Series A and Series B Preferred Stock shall have thirty (30) days from the date of receipt of such notice to agree to purchase all or a portion of its pro rata share of such New Securities for the price and upon the general terms specified in the notice by giving written notice to the Corporation and stating therein the quantity of New Securities to be purchased.
- (c) In the event any holder of Series A or Series B Preferred Stock fails to exercise its right to purchase a pro rata share of New Securities within said thirty (30) day period, the Corporation shall have one hundred fifty (150) days thereafter to sell or to enter into an agreement (pursuant to which the sale of New Securities covered thereby shall be closed, if at all, within sixty (60) days from the date of said agreement) to sell the New Securities with respect to which the holder of Series A and Series B Preferred Stock participation right was not exercised, at a price and upon general terms no more favorable to the purchaser thereof than specified in the notice. In the event the Corporation has not sold the New Securities within said 150-day period, the Corporation shall not thereafter issue or sell any New Securities, without first offering such New Securities to the holders of Series A and Series B Preferred Stock in the manner provided above.

- 5. **Voting.** The holder of each share of Series A and Series B Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A and Series B Preferred Stock could then be converted (with any fractional share determined on an aggregate conversion basis being rounded to the nearest whole share), and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the Bylaws of this corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote.
- 6. **Series B Protective Provisions.** The affirmative consent of the holders of a majority of the Series B Preferred shares shall be required for any action which (a) directly alters or changes materially or adversely the rights, preferences or privileges

specifically applicable to Series B Preferred Stock; or (b) increases the authorized number of shares of Series A Preferred Stock or Series B Preferred Stock or authorizes additional sales of Series B Preferred Stock beyond those shares authorized for sale by the Corporation in the original offering of Series B Preferred Stock; (c) creates a new class of shares that is senior to, has a preference over, or is on a parity with Series B Preferred Stock; or (d) causes or results in the liquidation or dissolution of the Corporation; provided that, consistent with the foregoing, the Board of Directors shall have the maximum authority permitted by law to establish the rights, preferences, privileges, and restrictions of any subsequent series or class of Preferred Stock and to issue shares of such subsequent series or class.

7. **Status of Converted Stock.** In the event any shares of Series A or Series B Preferred Stock shall be converted pursuant to Section 3 hereof, the shares of Preferred Stock so converted shall be canceled and shall not be issuable by the Corporation and all rights, preferences and privileges given to such cancelled shares shall be automatically terminated.
8. **Repurchase of Shares.** In connection with repurchases by this Corporation of its Common Stock pursuant to its agreements with certain of the holders thereof, pursuant to these Articles and Section 607.06401(3)(b) of the Florida Business Corporation Act, any preferential rights of shares superior to those shares being repurchased shall be disregarded in determining whether the Corporation may make a distribution.

ARTICLE V

1. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.
2. This Corporation is authorized to indemnify agents of this Corporation, including without limitation, directors and officers, whether by bylaw, agreement or otherwise, to the fullest extent permissible under Florida Law, and in excess of that expressly permitted by Section 609.0850 of the Florida Business Corporation Act.

ARTICLE VI

The name and street address of the initial registered agent of the Corporation is Ronald Hofer, 7400 Tamiami Trail N., Suite 101, Naples, Florida, 34108.

ARTICLE VII

The name and address of the initial directors are:

Robert B. Stern
5940 Encina Road #5
Goleta, CA 931 17

Robert Krintzman
Krintzman Family Trust

9595 Wilshire Blvd., Suite 900
Beverly Hills, CA 90212

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Ronald W. Hofer
7400 Tamiami Trail N.
Suite 101
Naples, FL 34108

Don Stern
7400 Tamiami Trail N.
Suite 101
Naples, FL 34108

Alain Champagne
7400 Tamiami Trail N.
Suite 101
Naples, FL 34108

ARTICLE VIII

The name and address of the initial officers are:

Ronald W. Hofer – Chief Executive Officer
7400 Tamiami Trail N.
Suite 101
Naples, FL 34108

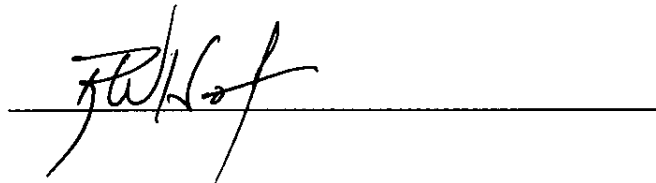
Brad A. Woods – Treasurer, Secretary and Chief Financial Officer
P.O. Box 4487
Frisco, CO 80443

ARTICLE VIII

The name and address of the incorporator is Ron Hofer, 7400 Tamiami Trail N., Suite 101, Naples, Florida 34108.

NOW, THEREFORE, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 21st day of December 2012.

INCORPORATOR:

A handwritten signature in black ink, appearing to read 'R. Hofer', is written over a horizontal line.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

13 JAN -4 PM 3:49

1. The name of the corporation is: GRAIL SEMICONDUCTOR, INC.
2. The name and address of the registered agent and office is:

Ronald Hofer
7400 Tamiami Trail N., Suite 101
Naples, Florida 34108

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: _____

Ronald Hofer