

10/5/2017

Division of Corporations

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**SECOND RESTATED ARTICLES OF INCORPORATION
OF
FLIPPERSMACK, INC.,
a Florida corporation**

Pursuant to Fla. Stat. §607.1005 and §607.1007, and prior to the issuance of any shares of stock of FlipperSmack, Inc., a Florida corporation (the "Corporation"), the undersigned hereby acts as the sole Director of the Corporation's Board of Directors (the "Board of Directors") in adopting and filing the following Restated Articles of Incorporation (these "Articles of Incorporation"):

ARTICLE I: NAME

The name of the Corporation shall be FlipperSmack, Inc.

ARTICLE II: EXISTENCE

The existence of the Corporation shall begin on the date and time of filing of the original Articles of Incorporation of the Corporation: to wit, October 7, 2015.

ARTICLE III: PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is: 620 Market Street, St. Augustine, Florida 32095.

ARTICLE IV: PURPOSE

The Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as it now exists or may hereafter be amended or supplemented.

ARTICLE V: STOCK

Section A - Authorized Shares

The maximum number of shares of stock the Corporation is authorized to issue and have outstanding at any time is Ten Million (10,000,000), divided into classes as follows:

(a) Eight Million Five Hundred Thousand (8,500,000) shares of common stock having a par value of \$0.0001 per share, hereinafter known as "Common Stock;" and

(b) One Million Five Hundred Thousand (1,500,000) shares of preferred stock having a par value of \$0.0001 per share, hereinafter known as "Preferred Stock."

The Corporation shall maintain an option pool of no more than 655,152 shares of Common Stock.

Section B - Common Stock

Common Stock shall have the right to vote on all matters and in the manner set forth in the Bylaws of the Corporation (the "Bylaws"). Common Stock are not entitled to preference in the distribution of dividends or assets of the Corporation.

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Section C - Preferred Stock

Preferred Stock shall have the following preferences, limitations, and relative rights:

(a) Conversion. Preferred Stock shall have the following rights with respect to the conversion into shares of Common Stock:

(i) *Optional Conversion*. Subject to and in compliance with the provisions of this Section C, any or all Preferred Stock may, at the option of the holder thereof (the "Holder"), be converted at any time into fully-paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which the Holder shall be entitled upon conversion shall be the product obtained by multiplying the relevant Series Preferred Conversion Rate then in effect (determined as provided in Section C(a)(ii) hereof) by the number of shares of Preferred Stock being converted by the Holder (the "Securities").

(ii) *Series Preferred Conversion Rate*. The conversion rate in effect at any time for conversion of the Securities (the "**Series Preferred Conversion Rate**") shall be the quotient obtained by dividing the Original Issue Price of the Securities by the relevant "Series Preferred Conversion Price," calculated as provided in Section C(a)(iii) hereof.

(iii) *Conversion Price*. The conversion price per share of the Securities shall initially be the Original Issue Price of the Securities (the "**Series Preferred Conversion Price**"). Such initial Series Preferred Conversion Price shall be adjusted from time to time in accordance with this Section C(a). All references to the relevant Series Preferred Conversion Price herein shall mean the relevant Series Preferred Conversion Price as so adjusted.

(iv) *Mechanics of Conversion*. A Holder who desires to convert the Securities into shares of Common Stock pursuant to this Section C(a) shall, if the Securities are then evidenced by a certificate or certificates, surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or any transfer agent for the Securities, and shall give written notice to the Company at such office that the Holder elects to convert the same. Such notice shall state the number of shares of the Securities being converted. Thereupon, the Company shall promptly issue and deliver to the Holder a written statement setting forth the information required on certificates by Florida Statutes §§607.0625(2) and (3), and if applicable §607.0627, for the number of shares of Common Stock to which the Holder is entitled. In addition, the Company, within thirty (30) days of such conversion, shall pay in cash or, to the extent sufficient funds are not then legally available therefor (as determined by the Board of Directors in its sole discretion), in Common Stock (at the Common Stock's fair market value determined by the Board of Directors in its sole discretion as of the date of such conversion), any declared and unpaid dividends on the Securities. If a fractional share of Common Stock is issuable to any Holder of such Securities as a result of such conversion, Section C(a)(xii) herein below shall apply. A conversion pursuant to this Section C(a) shall be deemed to have been made at the close of business on the date the Company receives the aforementioned written notice, and the Holder shall be treated for all purposes as the record holder of the shares of Common Stock issued in connection therewith on such date.

(v) *Adjustment for Stock Splits and Combinations*. If the Company shall at any time effect a subdivision of the outstanding Common Stock without a corresponding subdivision of Preferred Stock, the Series Preferred Conversion Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if the Company shall at any time combine the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of Preferred Stock, the Series Preferred Conversion Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section C(a)(v) shall become effective at the close of business on the date the subdivision or combination becomes effective.

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(vi) *Adjustment for Common Stock Dividends and Distributions.* If the Company at any time makes or fixes a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock, in each such event, the Series Preferred Conversion Price that is then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Series Preferred Conversion Price then in effect by a fraction (i) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (ii) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; *provided, however,* that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series Preferred Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series Preferred Conversion Price shall be adjusted pursuant to this Section C(a)(vi) to reflect the actual payment of such dividend or distribution.

(vii) *Adjustment for Reclassification, Exchange and Substitution.* If at any time the Common Stock issuable upon the conversion of the Securities is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than an Acquisition or Asset Transfer as defined in Section C(b) hereof or a recapitalization, subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section C(a)), in any such event the Holder shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of shares of Common Stock into which the Securities have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(viii) *Reorganizations, Mergers or Consolidations.* If at any time there is a capital reorganization of the Common Stock or the merger or consolidation of the Company with or into another corporation or another entity or person (other than an Acquisition or Asset Transfer as defined in Section C(b) hereof or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section C(a)), as a part of such capital reorganization, provision shall be made so that the Holder shall thereafter be entitled to receive upon conversion of the Securities the number of shares of stock or other securities or property of the Company to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section C(a)(viii) with respect to the rights of the Holder after the capital reorganization to the end that the provisions of this Section C(a)(viii) (including adjustment of the Series Preferred Conversion Price then in effect and the number of shares issuable upon conversion of such Securities) shall be applicable after that event and be as nearly equivalent as practicable.

(ix) *Sale of Shares Below Series Preferred Conversion Price.*

(1) If at any time the Company issues or sells, or is deemed by the provisions of this Section C(a)(ix) to have issued or sold, Additional Shares of Common Stock (as defined in Section C(a)(ix)(4) below), other than as a dividend or other distribution on any class of stock as provided in Section C(a)(vi) above, and other than a subdivision or combination of shares of Common Stock as provided in Section C(a)(v) above, for an Effective Price (as defined in Section C(a)(xi)(4) below) less than the then effective Series Preferred Conversion Price, then and in each such case the then existing Series Preferred Conversion Price shall be reduced, as of the opening

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of business on the date of such issue or sale, to an amount equal to such Effective Price. No adjustment shall be made to the Series Preferred Conversion Price in an amount less than one cent per share. Any adjustment otherwise required by this Section C(a)(ix) that is not required to be made due to the preceding sentence shall be included in any subsequent adjustment to the Series Preferred Conversion Price.

(2) For the purpose of making any adjustment required under this Section C(a)(ix), the consideration received by the Company for any issue or sale of securities shall (A) to the extent it consists of cash, be computed at the net amount of cash received by the Company after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Company in connection with such issue or sale but without deduction of any expenses payable by the Company, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Company's Board of Directors, and (C) if Additional Shares of Common Stock, Convertible Securities (as defined in subsection (a)(xi)(3) below) or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Company for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Company's Board of Directors to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(3) For the purpose of the adjustment required under this Section C(a)(xi), if the Company issues or sells any (i) stock or other securities convertible into, Additional Shares of Common Stock (such convertible stock or securities being herein referred to as "**Convertible Securities**") or (ii) rights or options for the purchase of Additional Shares of Common Stock or Convertible Securities and if the Effective Price of such Additional Shares of Common Stock is less than the Series Preferred Conversion Price, in each case the Company shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Company for the issuance of such rights or options or Convertible Securities, plus, in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Company upon the exercise of such rights or options, plus, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Company (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion thereof; *provided* that if in the case of Convertible Securities the minimum amounts of such consideration cannot be ascertained, but are a function of antidilution or similar protective clauses, the Company shall be deemed to have received the minimum amounts of consideration without reference to such clauses; *provided* further that if the minimum amount of consideration payable to the Company upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price shall be recalculated using the figure to which such minimum amount of consideration is reduced; *provided* further that if the minimum amount of consideration payable to the Company upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price shall be again recalculated using the increased minimum amount of consideration payable to the Company upon the exercise or conversion of such rights, options or Convertible Securities. No further adjustment of the Series Preferred Conversion Price, as adjusted upon the issuance of such rights, options or Convertible Securities, shall be made as a result of the actual issuance of Additional Shares of Common Stock on the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities shall expire without having been exercised, the Series Preferred

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Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Series Preferred Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Company upon such exercise, plus the consideration, if any, actually received by the Company for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Company (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities; *provided* that such readjustment shall not apply to prior conversions of Securities.

(4) "**Additional Shares of Common Stock**" shall mean all shares of Common Stock issued by the Company or deemed to be issued pursuant to this Section C(a)(ix), whether or not subsequently reacquired or retired by the Company, other than (A) shares of Common Stock issued upon conversion of Securities; (B) shares of Common Stock and/or options, warrants or other Common Stock purchase rights and the Common Stock issued pursuant to such options, warrants or other rights (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like) after the Closing to employees, officers or directors of, or consultants or advisors to the Company or any subsidiary pursuant to stock purchase or stock option plans or other arrangements that are approved by the Company's Board of Directors; (C) shares of Common Stock issued pursuant to the exercise of options, warrants or convertible securities outstanding as of the Closing; and (D) shares of Common Stock issued and/or options, warrants or other Common Stock purchase rights, and the Common Stock issued pursuant to such options, warrants or other rights for consideration other than cash pursuant to a merger, consolidation, acquisition or similar business combination approved by the Company's Board of Directors. References to Common Stock in the subsections of this clause (4) above shall mean all shares of Common Stock issued by the Company or deemed to be issued pursuant to this Section C(a)(ix). The "**Effective Price**" of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Company under this Section 4(i), into the aggregate consideration received, or deemed to have been received by the Company for such issue under this Section C(a)(xi), for such Additional Shares of Common Stock.

(x) *Notice of Adjustment.* In each case of an adjustment or readjustment of the Series Preferred Conversion Price for the number of shares of Common Stock or other securities issuable upon conversion of the Securities, if the Securities are then convertible pursuant to this Section C(a), the Company, at its expense, shall compute such adjustment or readjustment in accordance with the provisions hereof and prepare a notice showing such adjustment or readjustment, and shall mail such notice, by first class mail, postage prepaid, to Holder at the Holder's address as shown in the Company's books. The notice shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (i) the consideration received or deemed to be received by the Company for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold, (ii) the Series Preferred Conversion Price at the time in effect, (iii) the number of Additional Shares of Common Stock and (iv) the type and amount, if any, of other property which at the time would be received upon conversion of the Securities.

(xi) *[Reserved]*

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(xii) *Fractional Shares.* No fractional share of Common Stock shall be issued upon conversion of the Securities. If conversion will result in the issuance of any fractional share, the Company shall, in its sole discretion and in lieu of issuing a fractional share, (i) pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board of Directors) on the date of conversion, or (ii) issue one (1) whole share.

(xiii) *Reservation of Stock Issuable Upon Conversion.* The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of convertible Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to enable the conversion of all outstanding shares of the convertible Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to enable the conversion of all then outstanding shares of convertible Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(xiv) *Notices.* Any notice required by the provisions of this Section C(xiv) shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Company.

(xv) *Payment of Taxes.* The Company will pay, to the extent it is liable under applicable law, all taxes and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of the Securities. The Holder will pay, to the extent the Holder is liable under applicable law, all taxes and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of the Securities.

(xvi) *No Dilution or Impairment.* The Company shall not amend its Charter or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or take any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed under this Section C(a) by the Company.

(b) Liquidation.

(i) Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Common Stock, each holder of shares of Preferred Stock of the Company shall be entitled to be paid, out of the assets of the Company legally available for distribution, an amount per share of Preferred Stock held by them, which is equal to their respective original issue price paid therefore, plus all declared and unpaid dividends (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). If, upon any such liquidation, distribution or winding up, the assets of the Company legally available for distribution shall be insufficient to make payment in full to all holders of Preferred Stock of the liquidation preference set forth in this Section C(b), then such assets shall be distributed among the holders of Preferred Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled. Preferred Stock cannot be converted into Common Stock once a distribution under this Section C(b) has been initiated.

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(xii) *Fractional Shares.* No fractional share of Common Stock shall be issued upon conversion of the Securities. If conversion will result in the issuance of any fractional share, the Company shall, in its sole discretion and in lieu of issuing a fractional share, (i) pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board of Directors) on the date of conversion, or (ii) issue one (1) whole share.

(xiii) *Reservation of Stock Issuable Upon Conversion.* The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of convertible Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to enable the conversion of all outstanding shares of the convertible Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to enable the conversion of all then outstanding shares of convertible Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(xiv) *Notices.* Any notice required by the provisions of this Section C(xiv) shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Company.

(xv) *Payment of Taxes.* The Company will pay, to the extent it is liable under applicable law, all taxes and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of the Securities. The Holder will pay, to the extent the Holder is liable under applicable law, all taxes and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of the Securities.

(xvi) *No Dilution or Impairment.* The Company shall not amend its Charter or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or take any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed under this Section C(a) by the Company.

(b) Liquidation.

(i) Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Common Stock, each holder of shares of Preferred Stock of the Company shall be entitled to be paid, out of the assets of the Company legally available for distribution, an amount per share of Preferred Stock held by them, which is equal to their respective original issue price paid therefore, plus all declared and unpaid dividends (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). If, upon any such liquidation, distribution or winding up, the assets of the Company legally available for distribution shall be insufficient to make payment in full to all holders of Preferred Stock of the liquidation preference set forth in this Section C(b), then such assets shall be distributed among the holders of Preferred Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled. Preferred Stock cannot be converted into Common Stock once a distribution under this Section C(b) has been initiated.

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(ii) After the payment of the full liquidation preference of the Preferred Stock as set forth in Section C(b)(i) above, the remaining assets of the Company legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock.

(iii) The following events shall be considered a liquidation under this Section C(b):

(1) any consolidation or merger of the Company with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Company immediately prior to such consolidation, merger or reorganization, own less than fifty percent (50%) of the Company's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Company is a party in which in excess of fifty percent (50%) of the Company's voting power is transferred, excluding any consolidation or merger effected exclusively to change the domicile of the Company (an "Acquisition");

(2) a sale, lease or other disposition of all or substantially all of the assets of the Company (an "Asset Transfer");

(3) in any of such events, if the consideration received by this corporation is other than cash, its value will be deemed its fair market value as determined in good faith by the Company's Board of Directors. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(x) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such quotation system over the thirty (30) day period ending three (3) days prior to the closing;

(y) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing; and

(z) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Company's Board of Directors.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A)(x), (y) or (z) to reflect the approximate fair market value thereof, as determined by the Company's Board of Directors.

(c) Voting Rights. Preferred Stock has no voting rights.

(d) Dividends. If the Corporation chooses to declare any dividends, Preferred Stock shall have priority to payment of any such dividends over Common Stock. The Corporation is not required to declare dividends and may or may not do so in its sole discretion.

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Section D – General Rights

(a) Accounts and Reports. Until a Public Offering occurs, the Company shall furnish to each shareholder shareholder copies of the following certificates, filings and reports:

(i) Annual Reports. As soon as available, and in any event within 90 days after the end of each fiscal year, Financial Statements of the Company;

(ii) Quarterly Reports. As soon as available, and in any event within 45 days after the end of each of the first three quarters of each fiscal year, unaudited Financial Statements of the Company. All such statements shall set forth in comparative form the figures for the corresponding periods of the preceding fiscal year, and shall be prepared in reasonable detail and in accordance with generally accepted accounting principles consistently applied;

(iii) "Financial Statements" shall mean a balance sheet of the Company as of the end of a fiscal period and statements of income and retained earnings and of sources and applications of funds for such fiscal period, together with all notes thereto.

(iv) Certifications. All Financial Statements, if not certified by the Company's independent public accountants, shall be certified as accurate and complete in all material respects (subject to normal year-end adjustments) by the chief executive officer of the Company and shall be presented in a form comparative to the similar period of the preceding year.

(v) Other Information. Upon the reasonable request of a shareholder, the Company will deliver to the shareholder other information and data, not proprietary in nature (in the good-faith judgment of the Company), pertaining to its business, financial and corporate affairs to the extent that such delivery will not violate any then applicable laws and any contracts of the Company with third persons. The Company will permit a shareholder and the shareholder's designated attorney and accountant, at the expense of such shareholder, to visit and inspect any of the properties of the Company, including its books of account, and to discuss its affairs, finances, and accounts with the Company's officers or directors, all at such reasonable times and as often as a shareholder may reasonably request, all in a manner consistent with the reasonable security and confidentiality needs of the Company, provided that the Company shall be under no such obligation (i) with respect to information deemed in good faith by the Company to be proprietary or (ii) if the Company's Board of Directors reasonably believes such visit, inspection, or discussion would violate applicable laws or any contract with third persons.

(b) Use of Proceeds. The Company shall use the proceeds of the sale of Preferred Stock for working capital and growth of its business.

(c) Rule 144. At all times after the Company first becomes subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Company will comply with the current public information requirements of Rule 144(c)(1) under the Securities Act of 1933, as amended; and (b) at all such times as Rule 144 is available for use by a shareholder, the Company will furnish such Holder upon request with all information within the possession of the Company required for the preparation and filing of Form 144.

(d) Licenses and Trademarks. The Company shall use its reasonable efforts to own, possess and maintain all patents, trademarks, service marks, trade names, copyrights and licenses necessary or useful in the conduct of its business.

(e) Maintenance of Corporate Existence. Unless otherwise determined by the Board of Directors of the Company, the Company will preserve, renew and keep in full force and effect, its corporate existence,

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qualification in requisite jurisdictions and rights and privileges necessary or desirable in the normal conduct of its business.

(f) Governmental Consents. The Company will obtain all consents, approvals, licenses and permits required by federal, state, local and foreign law to carry on its business.

(g) Negative Covenants. The Company hereby agrees that it will not:

(i) make any Amendment to its Articles of Incorporation or Bylaws materially adversely affecting (directly or indirectly) the rights, preferences or privileges of any class or series of the capital stock of the Company, without the prior written consent of the holders of shares constituting a majority of the issued and outstanding shares of such class or series of capital stock;

(ii) engage in any business other than businesses engaged in or proposed to be engaged in by the Company on the date hereof or businesses similar thereto;

(iii) enter into any new agreement or make any amendment to any existing agreement, which by its terms would materially restrict the Company's performance of its obligations to its shareholders; or

(iv) incur any indebtedness for borrowed money or become a guarantor or otherwise contingently liable for any such indebtedness except for indebtedness incurred in the ordinary course of business.

Section E – Issuance of Shares

The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including without limitation, cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

The Board of Directors may determine, in whole or part, the preferences, limitations, and relative rights, within the limits set forth in Florida Statutes §607.0601, as amended, of:

(a) Any class of shares, before the issuance of any shares of that class; or

(b) One or more series within a class, before the issuance of any shares of that series.

Each series of a class must be given a distinguishing designation. All shares of a series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, of those of other series of the same class. Before the Board of Directors may issue any shares of a class or series created pursuant this paragraph, the Corporation must deliver to the Florida Department of State, for filing, articles of amendment, which are effective without shareholder action, and which set forth: (i) the name of the corporation; (ii) the text of the amendment determining the terms of the class or series of shares; (iii) the date the amendment was adopted; and (iv) a statement that the amendment was duly adopted by the Board of Directors, but only to the extent such information is not already set forth in these Articles of Incorporation or the Bylaws of the Corporation (the "Bylaws"), as amended.

These Articles of Incorporation and the Bylaws, an agreement among shareholders, or an agreement between shareholders and the Corporation, as each may be amended from time to time, may impose restrictions on the transfer or registration of transfer of shares of the Corporation, which:

(a) Obligate the shareholder first to offer the Corporation or other persons (separately, consecutively, or simultaneously) an opportunity to acquire the restricted shares;

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(b) Obligate the corporation or other persons (separately, consecutively, or simultaneously) to the restricted shares;

(c) Require the corporation, the holders of any class of its shares, or another person to approve the transfer of the restricted shares, if the requirement is not manifestly unreasonable;

(d) Prohibit the transfer of the restricted shares to designated persons or classes of persons, if the prohibition is not manifestly unreasonable; or

(e) Are otherwise consistent with applicable law.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for shareholders as follows:

(a) Grant. Subject to the provisions of this Article VI, the shareholders of the Corporation have a preemptive right to acquire proportional amounts of the Corporation's unissued shares and treasury shares upon the decision of the Board of Directors to issue them.

(b) Limitations.

(i) Shares issued as compensation to directors, officers, agents, contractors or employees of the Corporation or its subsidiaries or affiliate shall not trigger a preemptive right for any shareholder and shall not carry a preemptive right in connection with any future issuance of shares by the Company;

(ii) Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, contractors or employees of the Corporation or its subsidiaries or affiliates shall not trigger a preemptive right for any shareholder and shall not carry a preemptive right in connection with any future issuance of shares by the Company; or

(iii) Shares issued pursuant to a plan of reorganization approved by a court of competent jurisdiction pursuant to a law of any state or of the United States shall not trigger a preemptive right for any shareholder and shall not carry a preemptive right in connection with any future issuance of shares by the Company;

Notwithstanding the foregoing, shares authorized in these Articles of Incorporation that are issued within forty-two (42) months from the effective date of incorporation for consideration other than money, regardless of to whom issued, shall trigger preemptive rights of other shareholders and shall carry a preemptive right in connection with any future issuance of shares by the Company.

(c) Preferred Stock. Holders of Preferred Stock have a preemptive right with respect to a issuance shares of Preferred Stock and Common Stock.

(d) Common Stock. Holders of Common Stock have a preemptive right with respect to a issuance of shares of Preferred Stock and Common Stock.

(e) Manner of Execution.

(i) When a preemptive right exists, it entitles the holder thereof to purchase, on a pro rata basis, all or any part of New Securities (as defined below) which the Company may, from time to time, propose to sell and issue, subject to the terms and conditions set forth below. A shareholder's pro rata share, for purposes of this Section (f), shall equal a fraction, the numerator of which is the number of shares of Common Stock then held by such shareholder or issuable upon conversion or exercise of any Securities,

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convertible securities, options, rights, or warrants then held by such shareholder, and the denominator of which is the total number of shares of Common Stock then outstanding plus the number of shares of Common Stock issuable upon conversion or exercise of then outstanding Preferred Stock, convertible securities, options, rights or warrants.

(ii) "New Securities" shall mean any capital stock of the Company whether now authorized or not and rights, options or warrants to purchase capital stock, and securities of any type whatsoever which are, or may become, convertible into capital stock; provided, however, that the term "New Securities" does not include (i) shares of Common Stock issuable upon conversion of Preferred Stock; (ii) securities offered to the public pursuant to a Public Offering (as defined below); (iii) securities issued for the acquisition of another corporation by the Company by merger, purchase of substantially all the assets of such corporation or other reorganization resulting in the ownership by the Company of not less than 51% of the voting power of such corporation; (iv) not more than an aggregate of 655,152 shares of Common Stock issued to directors, employees or consultants of the Company pursuant to a stock option plan, employee stock purchase plan, restricted stock plan or other employee stock plan or agreement; (v) securities issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, contractors or employees of the Company or its subsidiaries or affiliates; (vi) securities issued pursuant to a plan of reorganization approved by a court of competent jurisdiction pursuant to a law of any state or of the United States; or (vii) securities issued as a result of any stock split, stock dividend or reclassification of Preferred Stock or Common Stock, distributable on a pro rata basis to all holders of Common Stock or Preferred Stock, as the case may be. "Public Offering" means both (i) the date of the effectiveness of any registration statement relating to the underwritten distribution of Common Stock that is filed by the Company under the Securities Act of 1933, as amended, with proposed maximum offering proceeds to the Company (calculated in accordance with Rule 457 under the Securities Act of 1933, as such rule may be amended from time to time) of \$15,000,000 or more, and (ii) the process of distributing such Common Stock to the public.

(iii) If the Company intends to issue New Securities, it shall give each shareholder with a preemptive right written notice of such intention, describing the type of New Securities to be issued, the price thereof and the general terms upon which the Company proposes to effect such issuance. Each such shareholder shall have ten (10) days from the date of any such notice to agree to purchase all or part of such shareholder's pro rata share of such New Securities for the price and upon the general terms and conditions specified in the Company's notice by giving written notice to the Company stating the quantity of New Securities to be so purchased.

(iv) If a shareholder fails to exercise the preemptive right with respect to any New Securities within the 10-day period described in paragraph (c)(iii) above, the Company may within 365 days thereafter sell any or all of such New Securities that were available to be purchased by such shareholder, at a price and upon general terms no more favorable to the purchasers thereof than specified in the notice given to such shareholder pursuant to paragraph (c)(iii) above. In the event the Company has not sold such New Securities within such 365-day period, the Company shall not thereafter issue or sell any New Securities without first offering such New Securities to the Holders in the manner provided above. If within such 365-day period, the Company desires to offer such New Securities at a price and upon general terms more favorable to the purchasers thereof than specified in the notice given to such shareholder pursuant to paragraph (c)(iii) above, the Company must first provide a new notice to each shareholder pursuant to paragraph (c)(iii) above.

ARTICLE VII: INITIAL DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of the individual who will serve on the initial Board of Directors is: Monica Mylet, 620 Market Street, St. Augustine, Florida 32095; who shall also serve as the initial Chief Executive Officer, President, Secretary, and Treasurer of

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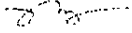
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the Corporation.

ARTICLE VIII: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 620 Market Street, St. Augustine, Florida 32095. The name of the registered agent of the Corporation at that office is Monica Mylet, as an individual.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Monica Mylet, Registered Agent

February 28, 2017
Date

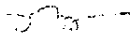
ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator who filed the original Articles of Incorporation is: Monica Mylet, 620 Market Street, St. Augustine, Florida 32095.

CERTIFICATION

I submit these Restated Articles of Incorporation of FlipperSmack, Inc., a Florida corporation, and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Florida Statutes §817.155.

I further affirm and certify that these Restated Articles of Incorporation of FlipperSmack, Inc., a Florida corporation, and all amendments set forth herein to the original Articles of Incorporation filed on October 7, 2015, including without limitation those in Article V and Article VIII hereof: (i) have been fully implemented and adopted by the Board of Directors pursuant to the Organizational Resolution of the Board of Directors, dated February 28, 2017; and (ii) do not require approval or action by the shareholders of the Corporation, since no shares have been issued as of said date, and shareholder approval is not otherwise required for restatement or amendment pursuant to Florida Statutes §607.1005.



Monica Mylet, Director

February 28, 2017
Date

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