

PL60000000187

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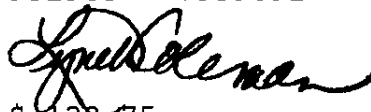
T SCHROEDER

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 932965 7359092

AUTHORIZATION :



COST LIMIT : \$ 128.75

ORDER DATE : December 28, 2015

ORDER TIME : 9:44 AM

ORDER NO. : 932965-005

CUSTOMER NO: 7359092

DOMESTIC FILING

NAME: SUNDIAL HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: _____

CERTIFICATE OF DOMESTICATION

The undersigned, Steven H. Hagen, sole Director,
(Name) (Title)

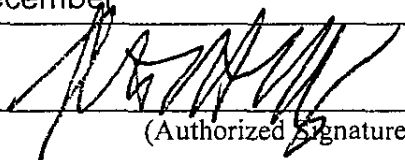
of Sundial Holdings, Inc. a foreign corporation,
(Corporation Name)

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

1. The date on which corporation was first formed was September 7, 1990.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the British Virgin Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Sundial Holdings, 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 Sundial Florida, 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 the British Virgin Islands.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am the sole Director, of Sundial Holdings, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 23rd day of December, 2015.


(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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FEB 11 2016
STATE OF FLORIDA
SECRETARY OF STATE

15 DEC 31 PM 1:00

**ARTICLES OF INCORPORATION
OF
SUNDIAL FLORIDA, INC.**

The undersigned, acting as incorporator of SUNDIAL FLORIDA, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is SUNDIAL FLORIDA, INC. (the "Corporation").

ARTICLE II. MAILING AND BUSINESS ADDRESS

The mailing and business address of the Corporation is:

201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on December 31, 2015.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Law Center of the Americas, LLC.

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ARTICLE VII. DIRECTORS

The name and address of the initial Director of the Corporation are as follows:

Steven H. Hagen
c/o 201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

Steven H. Hagen, Esq.
201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

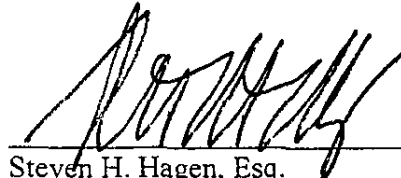
ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 23rd day of December, 2015.


Steven H. Hagen, Esq.
Sole Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That SUNDIAL FLORIDA, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 has named Law Center of the Americas, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 23rd day of December, 2015.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: Steven H. Hagen

Title: Vice President

209031

15 DEC 31 PM 1:00
FILED
CLERK OF DISTRICT COURT
MIAMI, FLORIDA