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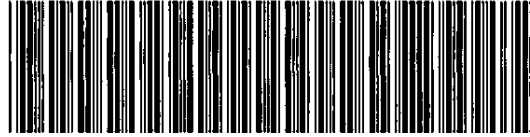
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**Stoneburner Berry  
Purcell & Campbell, P.A.**

T. William Glocker, Esq.  
200 West Forsyth Street, Suite 1610  
Jacksonville, FL 32202  
Email: bglocker@jaxlawgroup.com  
Direct No: (904) 930-4088

June 10, 2016

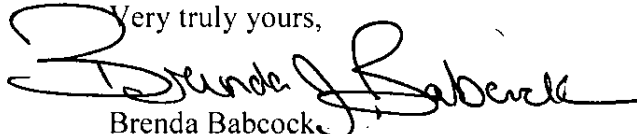
Division of Corporations  
Public Access Accounts  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Incorporation of Mirage USA Screen Systems, Inc.

Dear Sir or Madam:

Enclosed please find for filing the above-referenced Articles of Incorporation, along with our Check No. 1910 in the amount of \$70.00, representing your filing fee.

Very truly yours,



Brenda Babcock  
Legal Assistant to  
Gresham R. Stoneburner

GRS/bb  
Encs. (2)

**CERTIFICATE OF INCORPORATION  
OF  
MIRAGE USA SCREEN SYSTEMS, INC.**

This Certificate of Incorporation of MIRAGE USA SCREEN SYSTEMS, INC. has been duly adopted in accordance with Florida Law.

I.

The name of the corporation is:

MIRAGE USA SCREEN SYSTEMS, INC.

II.

The address of the registered office of the corporation in the State of Florida is 200 West Forsyth Street, Suite 1610, Jacksonville Florida, 32202 and the corporation's initial registered agent at such address is Gresham R. Stoneburner.

III.

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Law of Florida, as amended (the "Florida Law").

IV.

The total number of shares of all classes of stock which the corporation shall have authority to issue is 300,000, of which 200,000 shall be Preferred Stock, par value \$0.01 per share, and 100,000 shall be Common Stock, par value \$0.01 per share. All of the Preferred Stock shall be designated as Series A Preferred Stock (the "Series A Preferred").

The relative rights, preferences, privileges, and restrictions granted to or imposed upon the respective classes of the shares of the corporation or the holders thereof are as set forth below:

**A. Series A Preferred.**

**1. Dividend Preference.**

The holders of Series A Preferred shall be entitled to receive, out of funds legally available therefor, cumulative dividends at an annual rate equal to \$80 (as adjusted for combinations, consolidations, subdivisions, or stock splits with respect to such shares) for each outstanding share of Series A Preferred held by them, payable in preference and priority to the payment of dividends on any shares of Common Stock (other than those payable solely in Common Stock or involving the repurchase of shares of Common Stock from terminated employees, officers, directors, or consultants pursuant to contractual arrangements). Such dividends shall be paid on June 31 of each year.

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If dividends are paid to the holders of Series A Preferred that are less than the full amounts to which both such holders are entitled pursuant to this Section 1, such holders shall share ratably in the total amount of dividends paid according to the respective amounts due each such holder if such dividends were paid in full. Only after all of the Series A Preferred Stock is redeemed in full may dividends be declared and distributed among all holders of Common Stock.

## **2. Liquidation Preference.**

(a) In the event of any liquidation, dissolution, or winding up of the corporation, whether voluntary or not, or the sale, lease, assignment, transfer, conveyance or disposal of all or substantially all of the assets of the corporation, or the acquisition of this corporation by another entity by means of consolidation, corporate reorganizations or merger, or other transaction or series of related transactions in which more than 50% of the outstanding voting power of this corporation is disposed of (each a "**Liquidation Event**"), distributions to the shareholders of the corporation shall be made in the following manner:

(i) Each holder of Series A Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the corporation to the holders of the Common Stock, by reason of their ownership of such stock, the amount of \$1,000 (the "**Original Series A Issue Price**") per share (as adjusted for combinations, consolidations, subdivisions, or stock splits with respect to such shares) for each share of Series A Preferred then held by such holder, plus an amount equal to all declared but unpaid dividends on such shares of Series A Preferred (collectively, the "**Series A Preference**"). If, upon the occurrence of a Liquidation Event, the assets and funds available to be distributed among the holders of the Series A Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the corporation legally available for distribution to such holders shall be distributed ratably based on the total preferential amount due each such holder under this Section 2(a).

(ii) After payment has been made to the holders of Series A Preferred of the full amounts to which they are entitled pursuant to paragraph (i) above, the remaining assets of the corporation available for distribution to shareholders shall be distributed ratably among the holders of Common Stock.

(b) The value of securities and property paid or distributed pursuant to this Section 2 shall be computed at fair market value at the time of payment to the corporation or at the time made available to shareholders, all as determined by the Board of Directors in the good faith exercise of its reasonable business judgment, provided that (i) if such securities are listed on any established stock exchange or a national market system, their fair market value shall be the closing sales price for such securities as quoted on such system or exchange (or the largest such exchange) for the date the value is to be determined (or if there are no sales for such date, then for the last preceding business day on which there were sales), as reported in the Wall Street Journal or similar publication, and (ii) if such securities are regularly quoted by a recognized securities dealer but selling prices are not reported, their fair market value shall be the mean between the high bid and low asked prices for such securities on the date the value is to be determined (or if there are no

quoted prices for such date, then for the last preceding business day on which there were quoted prices).

**3. *Voting Rights.***

Except as otherwise required by law or Section 5 below, the holders of Series A Preferred shall not be entitled to vote. Holders of Common Stock and Series A Preferred shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of this corporation and shall be entitled to be present at all shareholders' meetings.

**4. *Redemption Rights.***

The corporation shall redeem, out of funds legally available therefor, all of the Series A Preferred not later than: (i) within ninety (90) days after demand by its holder of such Series A Preferred occurring not earlier than December 31, 2020 and (ii) on a sale of either (a) a majority of the voting shares of the corporation or (ii) a sale or other disposition of all or any material portion of the corporation's assets. The corporation may redeem the Series A Preferred in whole, on in part, on or after December 30, 2018. If the corporation is required to redeem the shares of Series A Preferred pursuant to this clause (a), the corporation shall pay to each holder of Series A Preferred an amount equal to the number of Series A Preferred shares held by such holder times \$1,000 (the "**Redemption Price**").

**5. *Approval Rights.***

(a) In addition to any other rights provided by law, the corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series A Preferred:

(b) amend or repeal any provision of, or add any provision to, the corporation's Certificate of Incorporation or Bylaws if such action would alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Series A Preferred;

(c) authorize or issue shares of any class or series of stock having any preference or priority as to dividends or redemption rights, liquidation preferences, or conversion rights, superior to or on a parity with any preference or priority of the Series A Preferred;

(d) authorize or issue any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of this corporation having any preference or priority as to dividends or redemption rights, liquidation preferences, conversion rights, superior to or on a parity with any preference or priority of the Series A Preferred;

(e) reclassify any shares of capital stock of the corporation into shares having any preference or priority as to dividends or redemption rights, liquidation preferences, or conversion rights, superior to or on a parity with any preference or priority of the Series A Preferred;

(f) apply any of its assets to the redemption, retirement, purchase or

acquisition, directly or indirectly, through subsidiaries (as defined in Section 424 of the Internal Revenue Code of 1986 (the "*Tax Code*")) or otherwise, of any shares of Common Stock, except from employees, advisors, officers, directors and consultants of, and persons performing services for, the corporation or its subsidiaries on terms approved by the Board of Directors upon termination of employment or association;

(g) engage in any transaction or series of related transactions constituting a Liquidation Event;

(h) declare or pay dividends on or make any distributions with respect to the corporation's Common Stock;

(i) increase or decrease the authorized number of shares of Preferred Stock; or

(j) sell, lease, assign, transfer, convey or otherwise dispose of the securities of any subsidiary.

#### **6. *Residual Rights.***

All rights accruing to the outstanding shares of the corporation not expressly provided for to the contrary herein shall be vested in the Common Stock. The Common Stock shall not be redeemable.

#### **B. *Common Stock***

**1. *Voting Rights.*** (a) Subject to Part A, each share of Common Stock shall be entitled to one vote.

**2. *Other Rights.*** Except for and subject to those rights expressly granted to the holders of the Preferred Stock (as set forth above), or except as may be provided by the laws of the State of Florida, the holders of Common Stock shall have all other rights of stockholders, including, without limitation, (a) the right to receive dividends, when and as declared by the Board of Directors, out of assets lawfully available therefor and (b) in the event of any distribution of assets upon a liquidation or otherwise, the right to receive ratably and equally all the assets and funds of the corporation remaining after the payment to the holders of the Preferred Stock of the specific amounts which they are entitled to receive upon such liquidation, as provided herein. Dividends and other distributions payable with respect to the Common Stock shall be shared ratably by the holders Common.

**4. *Stock Dividends, Etc.*** Prior to January 1, 2020, the corporation shall not effect or set a record date for any stock split, stock dividend, consolidation, or similar event with respect to Common Stock. The corporation may not increase the number of authorized shares of Series B Common Stock without the prior approval, by vote or written consent, of the holders of a majority of the outstanding shares of Common Stock.

V.

The name and mailing address of the incorporator is:

Gresham R. Stoneburner  
200 West Forsyth Street, Suite 1610  
Jacksonville, Florida 32202

VI.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Florida Law, and all rights conferred on stockholders herein are granted subject to this reservation.

VII.

Elections of directors need not be by written ballot unless the bylaws of the corporation so provide.

VIII.

The board of directors of the corporation is authorized to make, adopt, repeal, alter, amend, or rescind the bylaws of the corporation.

IX.


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, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit. If the Florida Law is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such law, as amended. Any repeal, amendment, or modification of this Article IX by the stockholders of the corporation shall be prospective only and shall not adversely affect any right, benefit, or protection of a director of the corporation existing at the time of such repeal, amendment, or modification.

X.

The corporation shall, to the fullest extent permitted by the Florida Law, as amended or supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official

capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

IN WITNESS WHEREOF, the undersigned officer of the corporation pursuant to the Florida Law, does make, file, and record this Certificate of Incorporation, and does hereby declare and certify that this is the act and deed of the corporation and the facts herein stated are true, and accordingly has hereunto set his hand this 8 day of June, 2016.

  
\_\_\_\_\_  
Gresham R. Stoneburner



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
MIRAGE USA SCREEN SYSTEMS, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, Gresham R. Stoneburner, having been named as registered agent to accept service of process upon **MIRAGE USA SCREEN SYSTEMS, INC.**, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 8th day of June, 2016.

  
\_\_\_\_\_  
Gresham R. Stoneburner

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