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CLERK OF STATE
TALLAHASSEE, FLORIDA

V HERRING
DEC 27 2016



December 22, 2016

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
New Filings
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate of Domestication of Coldwater Group, Inc.

Dear Sir or Madam:

Please find enclosed the following items in connection with the captioned conversion:

1. one original and one exact copy of a certificate of domestication; and
2. a check in the amount of \$128.75 payable to the Florida Department of State in payment of the fee for filing a certificate of domestication and articles of incorporation.

We respectfully request that you file the certificate of conversion and take such other actions as are required by law to effect the conversion.

Thank you for your assistance. If you have any questions, please call me at 678-472-2484 or e-mail me at ward@wardcouncillaw.com.

Sincerely,

Ward Council

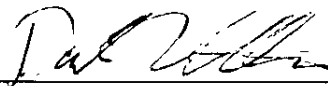
WC/mtf
Enclosures

**CERTIFICATE OF DOMESTICATION
OF
COLDWATER GROUP, INC.**

This Certificate of Domestication and attached Articles of Incorporation are submitted to domesticate Coldwater Group, Inc. a Georgia corporation (the "Corporation") in accordance with s.607.1801, Florida Statutes. The undersigned, David Withers, President of the Corporation, does hereby certify that:

1. The Corporation was first incorporated under the laws of the State of Georgia on December 20, 1993.
2. The name of the Corporation immediately prior to the filing of this Certificate of Domestication is Coldwater Group, Inc.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is Coldwater Group, Inc.
4. The jurisdiction that constituted the principal place of business of the Corporation immediately prior to the filing of this Certificate of Domestication is the State of Georgia.
5. The effective date and time of the domestication is 11:59 p.m. Eastern time on December 31, 2016.

I, David Withers, the President of Coldwater Group, Inc., am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 20 day of December, 2016.

By: 
Name: David Withers
Title: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COLDWATER GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is Coldwater Group, Inc. (the "*Corporation*").

II.

The street address of the initial principal office of the Corporation is 308 West Ruskin Place, Santa Rosa Beach, Florida 32459.

III.

The number of shares which the Corporation is authorized to issue is 10,000 shares of common stock.

IV.

The street address of the Corporation's initial registered office is 308 West Ruskin Place, Santa Rosa Beach, Florida 32459. The name of its initial registered agent at that office is David Withers.

V.

The name and address of the Incorporator is:

Ward Council
3330 Cumberland Blvd., Suite 500
Atlanta, GA 30339

VI.

Every Director and every Officer of the Corporation shall be indemnified by the Corporation to the full extent permitted under Florida law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a part of or to which he/she may become involved by reason of his/her being or having been a Director or Officer of the Corporation, whether or not he/she is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled to under Florida law.

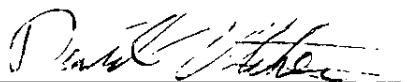
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature/Registered Agent

20 Dec 16
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature/Incorporator

20 Dec 16
Date

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TALLAHASSEE, FLORIDA