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C. GOLDEN

APR 19 2017

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

ACCOUNT NO. : I20000000195

REFERENCE : 605566 8005440

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 70.00

ORDER DATE : April 18, 2017

ORDER TIME : 10:49 AM

ORDER NO. : 605566-015

CUSTOMER NO: 8005440

DOMESTIC FILING

NAME: KCECS MERGER SUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender - EXT.

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF
KCECS MERGER SUB, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is KCECS Merger Sub, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Florida is Corporation Service Company. The name of the Corporation's registered agent at such address is 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE III

The principal office and mailing address of the Corporation is 4921 Memorial Hwy, Tampa, FL 33634.

ARTICLE IV

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act as it now exists or may hereafter be amended and/or supplemented from time to time (the "FBCA").

ARTICLE V

The total number of shares of all classes of stock that the Corporation is authorized to issue is One Thousand (1,000) shares of capital stock, all of which shall be common stock with no par value (the "Common Stock"). Each holder of record of Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by such holder of record. The Common Stock authorized by this Article V shall be issued for such consideration as shall be fixed, from time to time, by the Board. No shareholder of the Corporation shall have any preemptive rights by virtue of this Articles of Incorporation. The capital stock of the Corporation, after the amount of the subscription price has been fully paid in, shall not be assessable for any purpose, and no stock issued as fully paid shall ever be assessable or assessed. No shareholder of the Corporation, to the fullest extent permitted by applicable law, shall be individually liable for the debts or liabilities of the Corporation.

ARTICLE VI

From time to time, any of the provisions of this Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the FBCA or other statutes or laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the Corporation by this Articles of Incorporation are granted subject to this reservation.

ARTICLE VII

In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the FBCA or other statutes or laws of the State of Florida, the Board, by a vote of a majority of the Board at a duly called meeting for which quorum is present, is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation (the "Bylaws"), without any action on the part of the shareholders, but the shareholders by a vote of a majority in voting power of the issued and outstanding shares of capital stock entitled to vote thereon may make, alter, amend or repeal the Bylaws whether adopted by them or otherwise. The Corporation may in its Bylaws confer powers upon its Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board by applicable law.

ARTICLE VIII

Election of directors need not be by written ballot unless the Bylaws shall so require.

ARTICLE IX

The Corporation eliminates the personal liability of each current and former member of its Board to the Corporation or its shareholders to the fullest extent permitted by any applicable law. If the FBCA hereafter is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation to the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. No amendment to or repeal of this Article IX shall apply to or have any adverse effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE X

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. Any action to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding Common Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of Common Stock entitled to vote thereon were present and voted, and shall be delivered to the Corporation.

The books of the Corporation may be kept (subject to any provision contained in the FBCA) outside of the State of Florida at such place or places as may be designated from time to time by the Board or in the Bylaws.

ARTICLE XI

The Corporation shall, to the maximum extent permitted from time to time under the laws of the State of Florida, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or

agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any and all expenses (including attorneys' fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim. Such indemnification shall not be exclusive of other indemnification rights arising under any bylaw, agreement, vote of directors or shareholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person.

No amendment, repeal or modification of this Article XI shall apply to or adversely affect any right or protection of a director, officer or agent, or increase the liability of any director, of the Corporation with respect to any act or omission of such director, officer or agent occurring prior to such amendment, repeal or modification.

ARTICLE XII

Neither any contract or other transaction between the Corporation and any other corporation, partnership, limited liability company, joint venture, firm, association, or other entity (an "Entity"), nor any other acts of the Corporation with relation to any other Entity will, in the absence of fraud, to the fullest extent permitted by applicable law, in any way be invalidated or otherwise affected by the fact that any one or more of the directors or officers of the Corporation are pecuniarily or otherwise interested in, or are directors, officers, partners, or members of, such other Entity (such directors, officers, and Entities, each a "Related Person"). Any Related Person may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation; provided, however, that the fact that such person is a Related Person is disclosed or is known to the Board or a majority of directors present at any meeting of the Board at which action upon any such contract or transaction is taken. Any director of the Corporation who is also a Related Person may be counted in determining the existence of a quorum at any meeting of the Board during which any such contract or transaction is authorized and may vote thereat to authorize any such contract or transaction, with like force and effect as if such person were not a Related Person. Any director of the Corporation may vote upon any contract or any other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that such person is also a director or officer of such subsidiary or affiliated corporation.

Any contract, transaction or act of the Corporation or of the directors that is ratified at any annual meeting of the shareholders of the Corporation, or at any special meeting of the shareholders of the Corporation called for such purpose, will, insofar as permitted by applicable law, be as valid and as binding as though ratified by every shareholder of the Corporation; provided, however, that any failure of the shareholders to approve or ratify any such contract, transaction or act, when and if submitted, will not be deemed in any way to invalidate the same or deprive the Corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

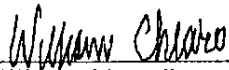
Any person or entity purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article XII.

ARTICLE XIII

The name and address of the Incorporator of the Corporation is as follows:

William Chiaro
100 Wilshire Boulevard, 4th Floor
Santa Monica, CA 90401

I, THE UNDERSIGNED, being the Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this Articles of Incorporation, do certify that the facts herein stated are true, and accordingly, have hereunto set my hand this 18th day of April, 2017.



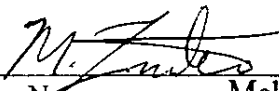
William Chiaro, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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.

Date: April 19, 2017.

Corporation Service Company

By: 
Name: Melissa Zender
Title: Asst. Vice President

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