

6/23/2017

Division of Corporations

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Email Address: jgiuliano@uniqueelectronics.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
UNIQUE ELECTRONICS HOLDINGS, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**UNIQUE ELECTRONICS HOLDINGS, INC.**

Unique Electronics Holdings, Inc., does hereby file the following Articles of Incorporation pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act");

**ARTICLE I**

**Name**

The name of the Corporation is Unique Electronics Holdings, Inc.

**ARTICLE II**

**Duration**

This Corporation shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

**Purpose and General Powers**

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock**

Effective as of 11:59:01 p.m., on June 23, 2017, the Corporation's authorized shares of capital stock shall consist of the following:

A. **Number and Class of Shares Authorized; Par Value.**

The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 20,000,000 shares of Class A Common Stock, with a par value of \$.01 per share.

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**B. Description of Shares of Common Stock.**

**(1) Dividend Rights.**

The holders of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in either cash, in property or in shares of capital stock.

**(2) Voting Rights.**

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

**(3) Preemptive Rights.**

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

**(4) Dissolution, Liquidation or Winding Up.** In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them, respectively, unless otherwise provided by law.

**ARTICLE V**

**Registered Office and Agent; Principal Place of Business**

The registered and principal office of this Corporation is located in the City of Orlando, County of Orange and State of Florida, and its address is 1320 26<sup>th</sup> Street, Orlando, Florida 32805. The registered agent of the Corporation is David J. Ottinger, Esq.; and the registered agent's address is 301 E. Pine Street, Suite 1400, Orlando, Florida 32802.

**ARTICLE VI**

**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

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**ARTICLE VII**

**Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE VIII**

**Headings and Captions**

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.


**ARTICLE IX**

**Incorporator**

The name and address of the incorporator is David J. Ottinger, Esq. 301 E. Pine Street, Suite 1400, Orlando, Florida 33802

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

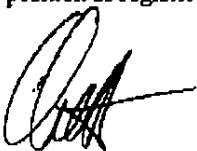
Dated June 23, 2017

  
\_\_\_\_\_  
David J. Ottinger, Esq., Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, David J. Ottinger, Esq. (the "Agent") hereby accepts the appointment as registered agent and agrees to act in this capacity. The Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the Agent is familiar with and accepts the duties and obligations of his position as registered agent.

Dated this 23<sup>rd</sup> day of June, 2017.

  
\_\_\_\_\_  
David J. Ottinger, Esq.

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