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(City/State/Zip/Phone #)

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☐ MAIL

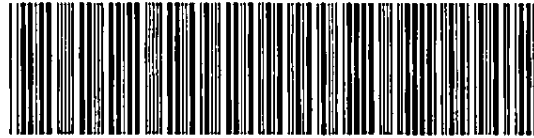
(Business Entity Name)

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TALLAHASSEE, FLORIDA

D O'KEEFE

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W18-17671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2018

FLORIDA ENTREPRENEUR LAW, P.A.
12555 ORANGE DR., STE. 4031
DAVIE, FL 33330

SUBJECT: SNAPCELL, INC.
Ref. Number: W18000017671

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TALLAHASSEE, FLORIDA

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We have received your document for SNAPCELL, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct date in Article II of the Certificate of Conversion.

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 418A00003659



FLORIDA ENTREPRENEUR LAW, P.A.

February 23, 2018

Att:
Dan O'Keefe
Florida Division of Corporations
Conversion Department
Fax: (850) 245-6804

Re: Snapcell LLC conversion to Snapcell Inc.

Re: REJECTION OF CONVERSION OF SNAPCELL LLC TO SNAPCELL INC.
Document Number: W18000017671

FAX COVER LETTER

Notes: Mr. Dan O'Keefe, enclosed please find Snapcell LLC's corrected conversion form reflecting the correct date and the corrected Articles of Incorporation reflecting the addresses for the registered agent and incorporator. Please note, Snapcell LLC has also paid its annual report for the year. Please do not hesitate to contact me directly at (305)989-9600 if there is anything else that is necessary to complete the conversion. Thank you.

Cordially,

/s/ Michelle K. Suarez
Michelle K. Suarez, Esq., Partner

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12555 Orange Drive, Suite 4031
Davie, FL 33330
Office: (954)361-4238
Direct: (305) 989-9600
Email: MSuarez@FloridaEntrepreneurLaw.com
<http://FloridaEntrepreneurLaw.com>



FLORIDA ENTREPRENEUR LAW, P.A.

February 18, 2018

New Filings Section
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **SNAPCELL, INC.**

To: Charter Section, Division of Corporations,

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert SNAPCELL, LLC into a Florida for Profit Corporation duly named SNAPCELL, INC. in accordance with Florida Statute § 607.1115. Please return all correspondence concerning this matter to the undersigned. For any further questions or concerns in making this conversion or incorporating SNAPCELL, INC. please contact me directly at my cell: (305) 989-9600 or via email at MSuarez@FloridaEntrepreneurLaw.com.

Enclosed is a check for \$105.00 payable to the Florida Department of State.

Cordially,

/s/ Michelle K. Suarez
Michelle K. Suarez, Esq., Partner

12555 Orange Drive, Suite 4031
Davie, FL 33330
Office: (954) 361-4238
Direct: (305) 989-9600
Email: MSuarez@FloridaEntrepreneurLaw.com
<http://FloridaEntrepreneurLaw.com>

CERTIFICATE OF CONVERSION
For
SNAPCELL, LLC
Into
SNAPCELL, INC.

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Snapcell, LLC into a Florida Profit Corporation in accordance with Fla. Stat. § 607.1115.

- I. Name of "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Snapcell, LLC.
- II. The "Other Business Entity" is a Limited Liability Company first organized, formed or incorporated under the laws of Florida, United States, on April 05, 2016.
- III. The jurisdiction of the "Other Business Entity" has not changed.
- IV. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is SNAPCELL, INC.
- V. The effective date of this document is the date this document is filed by the Florida Department of State.

+

Dated this 16th day of February, 2018.

Required Signature for Florida Profit Corporation Snapcell, Inc.

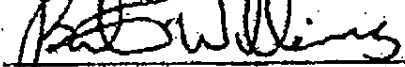
Jonathan

Williams

Signed by Jonathan Williams

Director of Snapcell, Inc.

Required Signature on behalf of Snapcell, LLC.



Signed by Brent Williams

Managing Member of Snapcell, LLC

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TALLAHASSEE, FLORIDA

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SNAPCELL, INC.

ARTICLES OF INCORPORATION

SNAPCELL, INC., a Florida for profit Corporation (hereinafter "the Corporation") hereby files this, it's Articles of Incorporation in compliance with Florida Chapter 607 on this 16th day of February 2018. The Corporation's Articles of Incorporation are set forth and adopted as follows:

Article I: Business Name. The name of the corporation is SNAPCELL, INC.

Article II: Principal Place of Business. The principal place of business and mailing address of SNAPCELL, INC. is 300 South Avenue of the Arts, Fort Lauderdale, 33312.

Article III: Business Purpose. The purpose of SNAPCELL, INC. is any and all lawful business.

Article IV: Stock and Shareholders' Rights.

- (a) The Corporation is authorized to issue 10,000 shares of Common Stock. The aggregate amount of the total authorized capital stock of this corporation is ten thousand (10,000) shares of common stock which shall be all of the same class. Such stock may be issued from time-to-time without action by the directors, for such consideration as may be fixed from time-to-time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment. Such stock shall be common stock of Voting class stock as set forth in "Attachment A", and incorporated herein.
- (b) Par Value for Authorized Shares. Authorized Shares shall have a par value of \$129.03.
- (c) Shareholders Action without a Meeting. Shareholders may take action without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. In order to be effective the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes of each voting group entitled to vote thereon, and delivered to the corporation by delivery to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this section, written consents signed by the number of holders required to take action are delivered to the corporation by delivery as set forth in this section.
- (d) Prior offer to corporation to purchase shares. Exception of transfers to family members. Notwithstanding anything in these articles to the contrary, any shareholder may at any time during his or her lifetime transfer any of that shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children) or to the trustee or trustees under any trust created during his or her

lifetime for the benefit of shareholder, his or her spouse, father or mother, or children. However, the spouse, father, mother, children, or trustee shall agree in writing prior to such transfer to become a party to and be bound by all the terms and conditions of the agreement which provides for the corporation's option to purchase shares before sale to other stockholders or third persons, just as if they were original parties to such agreement. If any transfer of shares to a shareholder's family member is made, and the corporation has declined or failed to exercise its option to purchase such shares, the transferring shareholder's shares shall be entitled to profit distributions and dividends but shall have no voting rights.

- (e) **Treasury Shares.** If the corporation acquires its own shares, such shares belong to the corporation and constitute treasury shares until disposed of or canceled by the corporation.
- (f) **Stock Certificate.** the shares of stock of the CORPORATION must be transferred in accordance with the provisions of this Agreement and that all certificates of stock shall have stamped on their face as follows:

THE SALE, ASSIGNMENT, EXCHANGE, TRANSFER, DEVISE, BEQUEST OR OTHER DISPOSITION OF, OR THE PLEDGE, MORTGAGE, HYPOTHECATION OR ENCUMBRANCE OF, OR THE CREATION OF ANY SECURITY INTEREST IN, THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED BY A SHAREHOLDERS AGREEMENT, DATED JANUARY OF 2018, AS MAY BE AMENDED, A COPY OF WHICH IS ON FILE IN THE OFFICE OF THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION AND MAY BE REVIEWED UPON REQUEST.

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED, OFFERED FOR SALE, SOLD, ASSIGNED, TRANSFERRED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR ANY STATE SECURITIES LAWS OR AN APPLICABLE EXEMPTION FROM SUCH REQUIREMENT.

After the endorsement, the certificates shall be returned to the Shareholders who shall, subject to the terms of this Agreement, be entitled to exercise all rights of ownership of that stock. All certificates of the common stock hereafter issued by the CORPORATION shall bear the same endorsement.

Article V: Registered Agent. The Registered Agent of SNAPCELL, INC. is Robert Albert Pascal, Esq., located at 300 South Avenue of the Arts, Fort Lauderdale, FL 33312, and he is in compliance with the requirements set forth in Fla. Stat. § 607.0501.

Article VI: Incorporator. The Incorporator of this Corporation is Brent Williams, located at 3 Audley Way, Ascot, Berkshire SL5 8EE. I am the Incorporator and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State Constitutes a third degree felony in the State of Florida. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain active status.

BRENT
WILLIAMS
[Signature]

SNAPCELL, INC.
Articles of Incorporation

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TALLAHASSEE, FLORIDA



Article VII: Initial Officers and Directors. The initial Officers and Directors of the Corporation are as follows:

- i. Chief Executive Officer & Director: Brent Williams
- ii. Chief Technology Officer & Director: Jonathan Williams
- iii. Chief Commercial Officer & Director: Tim Smith

VIII: Management of the Affairs of the Corporation. The affairs of the Corporation shall be managed by at least three Directors, but never more than seven, and may be increased from time to time, as permitted by the Bylaws of the Corporation. The election of Directors shall be done in accordance with the Bylaws. All Directors and Officers of the Corporation shall be protected from personal liability to the fullest extent permitted by Florida law. The Corporation's Articles of Incorporation may only be amended by a majority vote of those shares entitled to vote at the time of Amendment.

Article IX: Effective Date. The effective date of these Articles of Incorporation is February 16, 2018, which is within five (5) business days of filing with the State of Florida, as required by Fla. Stat. § 607.0203.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SNAPCELL, INC., as designated in the Articles of Incorporation, I, Robert A. Pascal, agree to act in this capacity, and agree to comply with the provisions of Section 48.001 relative to keeping open such office.

Date: February 16, 2018.

BY: 

Robert A. Pascal, Esq.

STATE OF FLORIDA:

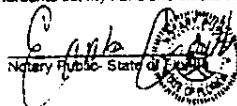
ss:

COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and county set forth above, personally appeared Robert A. Pascal, who is personally known to me or has produced _____ as identification designating the person who accepted this designation as registered Agent of the aforesaid Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 16th day of February, 2018.

My Commission Expires:



Erika Carrillo
Commission # 66151687
Expires: January 21, 2022
Bonded thru Aaron Notary

SNAPCELL, INC.
Articles of Incorporation

ATTACHMENT A

One Class of Voting Stock. The Corporation is authorized to issue one class of common stock, to be known as Class A Voting Common. Ten Thousand Seven Hundred (10,000) Shares of stock are authorized for Class A. The Class A shares shall have equal voting, dividend and liquidation rights as permitted by law to be approved by shareholders.

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TALLAHASSEE, FLORIDA

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THESE DULY ADOPTED ARTICLES OF INCORPORATION WERE DULY
AUTHORIZED BY CORPORATIONS DIRECTORS IN ACCORDANCE WITH
FLORIDA CHAPTER 607.

In witness whereof, the undersigned Director of this corporation has executed these articles of
amendment on February 18, 2018

Jonathan Williams

Jonathan Williams

Signature of Director

Digitally signed by Jonathan Williams
DN: cn=Jonathan Williams, o=SnapCell, ou=SnapCell, email=jwilliams@snapcell.com, c=US
Date: 2018.02.18 16:00:00 -0500

SECRETARY
TALLAHASSEE, FLORIDA

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