

P18000062612

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

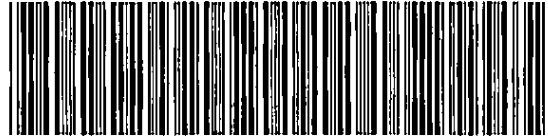
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600315752636

07/17/18--01008--013 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JUL 17 PM 3:45
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ROCKET PHONICS, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: INVESTMENTATTORNEYS

Name (Printed or typed)

201 ALHAMBRA CIRCLE, SUITE 1050

Address

CORAL GABLES, FL 33134

City, State & Zip

786-888-4567

Daytime Telephone number

info@investmentattorneys.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ROCKET PHONICS, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

FIRST: Name.

The name of the corporation shall be:

ROCKET PHONICS, INC.

(hereinafter the "Corporation").

SECOND: Duration, Effective Date, Purpose.

Section 2.1. Duration. The existence of the Corporation shall commence upon the filing of these Articles of Incorporation with the Department of State and shall be perpetual.

Section 2.2. Effective Date. The effective date of these Articles of Incorporation shall be the date of filing.

Section 2.3. Purpose. 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 (FBCA).

THIRD: Capital Stock.

Section 3.1. Authorized Shares. The total number of shares of stock that the Corporation shall have authority to issue is 120,000,000 shares.

Section 3.2. Issuance of Shares. The Board of Directors has authority to authorize and direct the issuance by the Corporation of shares of preferred stock

RECEIVED
DIVISION OF CORPORATIONS
JUL 17 PM 3:46
OFFICE OF STATE
TREASURER, FLORIDA

and common stock at such times, in such amounts, to such persons, for such consideration as the Board of Directors shall determine to be adequate, and upon such terms and conditions as the Board of Directors may, from time to time, determine, subject only to the restriction, limitations, conditions and requirements imposed by the FBCA, other applicable laws and these Articles, as the same may, from time to time, be amended. Upon the receipt by the Corporation of the consideration for which the Board of Directors authorized the issuance of shares of preferred stock or common stock, such shares shall be deemed fully paid and non-assessable.

Section 3.3. Distributions. The Board of Directors has authority to authorize and direct the payment of dividends and the making of other distributions by the Corporation in respect of the issued and outstanding shares of preferred stock (i) at such times, in such amount and forms, from such sources and upon such terms and conditions as it may, from time to time, determine upon, subject only to the restrictions, limitations, conditions and requirements imposed by the FBCA other applicable laws and these Articles, as the same may, from time to time, be amended, and (ii) in shares of the same class or series or in shares of any other class or series without obtaining the affirmative vote or the written consent of the holders of the shares of the class or series in which the payment or distribution is to be made.

Section 3.4. Share Repurchases. The Board of Directors has authority to authorize and direct the acquisition by the Corporation of the issued and outstanding shares of preferred stock and common stock at such times, in such

amounts, from such persons, for such considerations, from such sources and upon such terms and conditions as the Board of Directors may, from time to time, determine upon, subject only to the restrictions, limitations, conditions and requirements imposed by the FBCA, other applicable laws and these Articles, as the same may, from time to time, be amended.

Section 3.5. Common Stock. Of the total number of authorized shares, the aggregate number of shares of common stock (referred to herein as "Common Stock") that the Corporation shall have authority to issue is one hundred million (100,000,000) with a par value of \$0.0001 per share. Except as otherwise required by law or as otherwise provided in the terms of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, the holders of Common Stock shall exclusively possess all voting power, and each share of Common Stock shall have one vote. The 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.

Section 3.6. Preferred Stock. Of the total number of authorized shares, the aggregate number of shares of preferred stock (referred to herein as "Preferred Stock") that the Corporation shall have authority to issue is twenty million (20,000,000) with par value of \$0.0001 per share.

A. Board of Directors Authorized to Fix Terms. The Board of

Directors is authorized, subject to limitations prescribed by law, by resolution or resolutions to provide for the issuance of shares of preferred stock in one or more series, and, by filing a certificate when required by the FBCA, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

1. the number of shares constituting that series, including the authority to increase or decrease such number, and the distinctive designation of that series;

2. the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, the date or dates from which they shall be cumulative and the relative rights of priority, if any, in the payment of dividends on shares of that series;

3. the voting rights, if any, of the shares of that series in addition to the voting rights provided by law and the terms of any such voting rights;

4. the terms and conditions, if any, upon which shares of that series shall be convertible or exchangeable for shares of any other class or classes of stock of the Corporation or other entity, including provision for adjustment of the conversion or exchange rate upon the occurrence of such events as the Board of Directors shall determine;

5. the right, if any, of the Corporation to redeem shares of that series and the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary according to different conditions and different redemption dates:

6. the obligation, if any, of the Corporation to retire shares of that series pursuant to a retirement or sinking fund or fund of a similar nature for the redemption or purchase of shares of that series and the terms and conditions of such obligation:

7. the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, in the payment of shares of that series:

8. the preemptive or preferential rights, if any, of the holders of shares of such series 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 with the Corporation, and

9. any other rights, preferences and limitations of the shares of that series as may be permitted by law.

B. Dividend Preference. Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on shares of

Common Stock with respect to the same dividend period.

C. Relative Liquidation Preference. If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with their respective priorities and preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

D. Reissuance of Preferred Stock. Subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of shares of Preferred Stock, shares of Preferred Stock of any series that have been redeemed or repurchased by the Corporation (whether through the operation of a sinking fund or otherwise) or that, if convertible or exchangeable, have been converted or exchanged in accordance with their terms, shall be retired and have the status of authorized and unissued shares of Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may, upon the filing of an appropriate certificate with the Florida Department of State, Division of Corporations, be reissued as part of a new series of shares of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of shares of Preferred Stock.

E. Series A-Designated Preferred Stock.

1. Designation: Rank. This series of Preferred Stock shall be designated and known as "Series A Preferred Stock." The number of shares constituting the Series A Preferred shall be 2,000,000 shares. Except as otherwise provided herein, the Series A Preferred shall, with respect to rights on liquidation, winding up and dissolution, rank senior to the Corporation's Common Stock. The number of shares constituting such series may, unless prohibited by the Articles or by applicable law of the State of Florida and subject to Section 3 herein, be increased or decreased from time to time by a resolution or resolutions of the Board of Directors, provided, that no decrease shall reduce the number of shares of Series A Preferred to a number less than the number of shares then outstanding plus the number of shares issuable upon the exercise of outstanding options, rights, or warrants, or upon the conversion of any outstanding securities issued by the Corporation convertible into shares of Series A Preferred.

2. Liquidation Preference.

(a) Upon the liquidation, dissolution or winding up of the business of the Corporation, whether voluntary or involuntary, each holder of shares of Series A Preferred shall be entitled to receive, for each share thereof, out of assets of the Corporation legally available therefor, a preferential amount in cash equal to (and not more than) the par value per share thereof. All preferential amounts to be paid to the holders of shares of Series A Preferred in connection with such liquidation, dissolution or winding up shall be paid before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to the holders of (i) any other class or series of capital stock

whose terms expressly provide that the holders of Series A Preferred should receive preferential payment with respect to such distribution (to the extent of such preference) and (ii) the Common Stock. If upon any such distribution the assets of the Corporation shall be insufficient to pay the holders of the outstanding Series A Preferred (or the holders of any class or series of capital stock ranking on a parity with the Series A Preferred as to distributions in the event of a liquidation, dissolution or winding up of the Corporation) the full amounts to which they shall be entitled, such holders shall share ratably in any distribution of assets in accordance with the sums which would be payable on such distribution if all sums payable thereon were paid in full.

(b) Any distribution in connection with the liquidation, dissolution or winding up of the Corporation, or any bankruptcy or insolvency proceeding, shall be made in cash to the extent possible. Whenever any such distribution shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors.

(c) For purposes hereof, any transaction or series of related transactions that constitute (i) the sale, conveyance, exchange, lease or other transfer of all or substantially all of the assets of the Corporation taken as a whole; or (ii) any acquisition of the Corporation by means of a consolidation, stock exchange, stock sale, merger or other form of corporate reorganization of the Corporation with any other entity in which the Corporation's stockholders prior to the consolidation or merger own less than a majority of the voting

securities or economic interests of the surviving entity (or, if the surviving entity is wholly-owned subsidiary of another corporation following such merger or consolidation, the parent corporation of such surviving entity) (any such event, a "Reorganization Event") shall be deemed to be a liquidation unless otherwise determined by the holders of at least a majority of the shares of Series A Preferred then outstanding.

3. Voting. Subject to the applicable rules and published guidance of (i) any national securities exchange on which the Corporation's common stock is listed; or (ii) any automated inter-dealer quotation system on which the Corporation's common stock is quoted, for as long as there is at least one share of Series A Preferred issued and outstanding, share(s) of Series A Preferred:

(a) On all matters submitted to a vote of the holders of the Common Stock, and any other class or series of stock having voting rights, including, without limitation, the election of directors, the holder of Series A Preferred shall be entitled to the number of votes on such matters equal to the number of shares of the Series A Preferred held by such holder multiplied by the Factor (as defined below), on the record date for the determination of stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. The holder of Series A Preferred shall not vote as a separate class, but shall vote with the holders of the Common Stock and with any other class or series of stock having voting rights, except as otherwise set forth herein, as

required by law or as set forth in the Articles and regardless of whether the Series A Preferred voting rights would exceed the authorized share limits of the Corporation's capital stock or any class or series thereof.

(b) The "Factor" shall be 100, as equitably adjusted for any reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, combination or other like changes in the Corporation's capital structure. By way of illustration, and not in limitation, of the foregoing (a) if the Corporation effectuates a 2:1 forward split of its Common Stock, thereafter, the Factor adjusted to equal twice the Factor immediately prior to such split; (b) if the Corporation effectuates a 1:10 reverse split of its Common Stock, thereafter, the Factor shall be adjusted to equal one-tenth times what it had been calculated to be immediately prior to such split.

4. Protective Provisions. In addition to any other voting rights provided herein, by law, or in the Articles, the Corporation shall not, without the vote or consent of the holders of a majority of the shares of Series A Preferred then outstanding:

(a) Increase the total number of authorized shares of Series A Preferred or any series of preferred stock with a senior liquidation preference or greater voting rights (any "Senior Preferred") than the Series A Preferred;

(b) Authorize or create (by reclassification or otherwise) any Senior Preferred;

(c) Approve any Reorganization Event or voluntary

liquidation or dissolution of the Corporation:

(d) Approve any repurchase with respect to the Series A Preferred (except as otherwise provided in the Articles or pursuant to a Redemption (as defined below)); or

(e) Amend or repeal any provision of or add any provision to the Articles or the Bylaws of the Corporation if such action would adversely affect the rights, privileges, preferences or restrictions created for the benefit of the Series A Preferred.

5. Redemption. To the extent that the Corporation in good faith determines to submit an application to have its Common Stock listed on a national securities exchange or quoted on an inter-dealer quotation system of any national securities association and reasonably determines that the voting rights set forth in this Designation would cause the Corporation's application to be rejected under the applicable rules and published guidance of such national securities exchange or national securities association, the Corporation shall have the option of redeeming the Series A Preferred Stock for the Redemption Price (as defined below), payable at each holder's option either (i) in cash; or (ii) in shares of Common Stock equal to the number of shares of Series A Preferred Stock held by such holder multiplied by the Factor. As used herein, "Redemption Price" means the number of shares of Series A Preferred Stock held by such holder multiplied by the product of the Factor and the fair value per share (as determined by the book value per share of the Corporation's most recently available financial statements unless the Corporation's Common Stock is publicly traded, in which

case the determination will be calculated by the average closing price of the Common Stock for the ten trading days immediately preceding the Redemption Payment Date). The Redemption Price shall be due and payable or issuable, as the case may be, within five business days of the date on which the notice of the payment therefor is provided by such holder (the "Redemption Payment Date").

6. No Reissuance of Series A Preferred. Any shares of Series A Preferred acquired by the Corporation by reason of purchase, conversion or otherwise shall be cancelled, retired, and eliminated from the shares of Series A Preferred that the Corporation shall be authorized to issue. All such shares shall upon their cancellation become authorized but unissued shares of preferred stock and may be reissued as part of a new series of preferred stock subject to the conditions and restriction on issuance set forth in the Articles or in any certificate of determination creating a series of preferred stock or any similar stock or as otherwise required by law.

7. Severability. If any right, preference or limitation of the Series A Preferred set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein that can be given effect without the invalid, unlawful or unenforceable right preference or limitation shall nevertheless remain in full force and effect, and no right, preference or limitation herein shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

8. No Other Preferences. The shares of the Series A Preferred

shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the Articles.

F. Series B-Designated Preferred Stock.

1. Designation; Rank. This series of Preferred Stock shall be designated and known as "Series B Cumulative Convertible Participating Preferred Stock" or "Series B Preferred." The number of shares constituting the Series B Preferred shall be 3,000,000 shares. Except as otherwise provided herein, the Series B Preferred shall, with respect to rights on liquidation, winding up and dissolution, rank senior to the Corporation's Series A Preferred Stock. The number of shares constituting such series may, unless prohibited by the Articles or by applicable law of the State of Florida and subject to Section 3 herein, be increased or decreased from time to time by a resolution or resolutions of the Board of Directors, provided, that no decrease shall reduce the number of shares of Series B Preferred to a number less than the number of shares then outstanding plus the number of shares issuable upon the exercise of outstanding options, rights, or warrants, or upon the conversion of any outstanding securities issued by the Corporation convertible into shares of Series B Preferred.

2. Liquidation Preference.

(a) Upon the liquidation, dissolution or winding up of the business of the Corporation, whether voluntary or involuntary, each holder of shares of Series B Preferred shall be entitled to receive, for each share thereof, out of assets of the Corporation legally available therefor, a preferential amount in cash equal to (and not more than) the subscription price per share thereof paid by

the initial holder of such share. All preferential amounts to be paid to the holders of shares of Series B Preferred in connection with such liquidation, dissolution or winding up shall be paid before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to the holders of (i) any other class or series of capital stock whose terms expressly provide that the holders of Series B Preferred should receive preferential payment with respect to such distribution (to the extent of such preference), (ii) Series A Preferred Stock, and (iii) the Common Stock. If upon any such distribution the assets of the Corporation shall be insufficient to pay the holders of the outstanding Series B Preferred (or the holders of any class or series of capital stock ranking on a parity with the Series B Preferred as to distributions in the event of a liquidation, dissolution or winding up of the Corporation) the full amounts to which they shall be entitled, such holders shall share ratably in any distribution of assets in accordance with the sums which would be payable on such distribution if all sums payable thereon were paid in full.

(b) Any distribution in connection with the liquidation, dissolution or winding up of the Corporation, or any bankruptcy or insolvency proceeding, shall be made in cash to the extent possible. Whenever any such distribution shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors.

(c) For purposes hereof, any transaction or series of related transactions that constitute (i) the sale, conveyance, exchange, lease or

other transfer of all or substantially all of the assets of the Corporation taken as a whole; or (ii) any acquisition of the Corporation by means of a consolidation, stock exchange, stock sale, merger or other form of corporate reorganization of the Corporation with any other entity in which the Corporation's stockholders prior to the consolidation or merger own less than a majority of the voting securities or economic interests of the surviving entity (or, if the surviving entity is wholly-owned subsidiary of another corporation following such merger or consolidation, the parent corporation of such surviving entity) (any such event, a "Reorganization Event") shall be deemed to be a liquidation unless otherwise determined by the holders of at least a majority of the shares of Series B Preferred then outstanding.

3. Voting. For as long as there is at least one share of Series B Preferred issued and outstanding, share(s) of Series B Preferred shall have no voting rights except as set forth below.

4. Protective Provisions. In addition to any other voting rights provided herein, by law, or in the Articles, the Corporation shall not, without the vote or consent of the holders of a majority of the shares of Series B Preferred then outstanding:

(a) Authorize or create (by reclassification or otherwise) any Senior Preferred;

(b) Approve any repurchase with respect to the Series B Preferred (except as otherwise provided in the Articles or pursuant to a Redemption (as defined below)); or

(c) Amend or repeal any provision of or add any provision to the Articles or the Bylaws of the Corporation if such action would adversely affect the rights, privileges, preferences or restrictions created for the benefit of the Series B Preferred.

5. Redemption. To the extent that the Corporation in good faith determines to submit an application to have its Common Stock listed on a national securities exchange or quoted on an inter-dealer quotation system of any national securities association and reasonably determines that the voting rights set forth in this Designation would cause the Corporation's application to be rejected under the applicable rules and published guidance of such national securities exchange or national securities association, the Corporation shall have the option of redeeming the Series B Preferred Stock for the Redemption Price (as defined below), payable at each holder's option either (i) in cash; or (ii) in shares of Common Stock equal to the number of shares of Series B Preferred Stock held by such holder. As used herein, "Redemption Price" means the number of shares of Series A Preferred Stock held by such holder multiplied by the product of the Factor and the fair value per share (as determined by the book value per share of the Corporation's most recently available financial statements unless the Corporation's Common Stock is publicly traded, in which case the determination will be calculated by the average closing price of the Common Stock for the ten trading days immediately preceding the Redemption Payment Date). The Redemption Price shall be due and payable or issuable, as the case may be, within five business days of the date on which the notice of the payment therefor is

provided by such holder (the "Redemption Payment Date").

Stated Dividend. Series B Preferred holders are entitled to receive dividends stated at 6.75% per annum if declared at the discretion of the Board of Directors out of funds legally available. Cash distributions will depend on, among other factors, the operating results, financial condition and projected cash needs of the Corporation, and general business conditions. Cash distributions will be paid annually within ninety (90) days after calendar year end.

Call Protection. Series B Preferred shares are callable at one hundred-twenty percent (120%) of the subscription price per share after the end of the fourth calendar year. The Board of Directors may "call" the Series B Preferred shares at any time after the call protection date.

Conversion Privilege. Series B Preferred shares are convertible into Common Stock at the request of the holder at any time. Each Series B share is convertible into two (2) shares of the Corporation's Common Stock.

Redemption Privilege. Each share of Series B Preferred Stock is redeemable for cash at one hundred ten percent (110%) of the subscription price per share at any time after the first time that Corporation reports to shareholders that it has grossed ten million dollars (\$10,000,000) in annual revenue.

6. **No Reissuance of Series A Preferred.** Any shares of Series A Preferred acquired by the Corporation by reason of purchase, conversion or otherwise shall be cancelled, retired, and eliminated from the shares of Series A Preferred that the Corporation shall be authorized to issue. All such shares shall upon their cancellation become authorized but unissued shares of preferred stock

and may be reissued as part of a new series of preferred stock subject to the conditions and restriction on issuance set forth in the Articles or in any certificate of determination creating a series of preferred stock or any similar stock or as otherwise required by law.

7. Severability. If any right, preference or limitation of the Series A Preferred set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein that can be given effect without the invalid, unlawful or unenforceable right preference or limitation shall nevertheless remain in full force and effect, and no right, preference or limitation herein shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

8. No Other Preferences. The shares of the Series A Preferred shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the Articles.

FOURTH: Initial Corporate Address, Registered Office, and Agent.

The street address of the Corporation's initial registered and principal office and the Corporation's initial registered agent at that address shall be 7320 Bounty Drive, Sarasota, Florida 34231. The registered agent at this address shall be Stephen Guffanti.

FIFTH: Directors.

The Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is

elected and qualified or until his earlier resignation or removal from office is:

Stephen Guffanti
7320 Bounty Drive
Sarasota, Florida 34231.

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation but shall not be less than one. The Bylaws may provide for the appointment of a provisional director and for special powers during an emergency.

SIXTH: Limitation of Liability; Indemnification.

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for breach of fiduciary duty as a director or officer, but this Article shall not eliminate or limit the liability of a director or officer for: (i) acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law, or (ii) the unlawful payment of distributions. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, shall be indemnified and held harmless to the fullest extent legally permissible under the law of the State of Florida from time to time against all expenses, liability and loss (including attorney's fees.

judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him or her in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors or officers may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of shareholders, provision of law or otherwise, as well as their rights under this Article. Without limiting the application of the foregoing, the Board of Directors may adopt Bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the law of the State of Florida and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or representative of the Corporation, is or was a director, officer, employee or representative of the Corporation as a director or officer of another corporation, or as the Corporation's representative in a partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

SEVENTH: Incorporator.

The name and address of the incorporator of the Corporation is:

Stephen Guffanti
7320 Bounty Drive
Sarasota, Florida 34231.

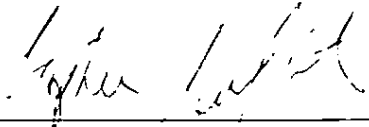
EIGHTH: Amendment, Alteration, Repeal.

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the 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 law, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article EIGHTH.

NINTH: Dispute Resolution.

The Corporation, its present and former officers and directors, and its present and former shareholders (collectively, the "Parties"), agree that any and all disputes, claims or controversies arising out of or relating to: (i) the governance of the Corporation, or (ii) the rights or duties of the Parties pursuant to the FBCA, the Uniform Commercial Code, the federal securities laws, the securities laws of any state or jurisdiction, and the common laws, and the determination of the breach, termination, enforcement, interpretation or validity thereof, including the determination of the scope or applicability of this Article NINTH, shall be determined by arbitration conducted in Sarasota, Florida, using the rules of the American Arbitration Association. Judgment on the Award may be entered in any court having jurisdiction. This Article NINTH shall not preclude the Parties from seeking provisional remedies in aid of arbitration from a court of appropriate jurisdiction.

Executed at Sarasota, Florida this 26 day of June, 2018.

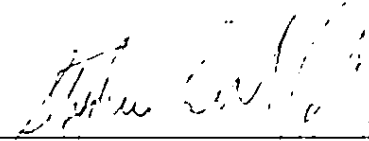


Stephen Guffanti
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Rocket Phonics, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 24 day of June, 2018.

By 

Stephen Guffanti
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
18 JUL 17 PM 3:46
TALLAHASSEE, FLORIDA