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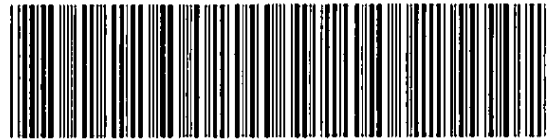
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NEWARK, NJ

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

ACCOUNT NO. : I20000000195

REFERENCE : 865278 4338051

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : July 30, 2019

ORDER TIME : 2:24 PM

ORDER NO. : 865278-005

CUSTOMER NO: 4338051

DOMESTIC FILING

NAME: RYMAX HOLDCO INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen - EXT. 62974

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I: NAME

The name of the corporation shall be: **RYMAX HOLDCO INC.**

ARTICLE II: PRINCIPAL OFFICE

Principal Street Address:
3890 Pembroke Road
Hollywood, Florida 33021

Mailing Address, if different:

ARTICLE III: PURPOSE

The corporation is formed for the purpose of carrying on any lawful business or engaging in any activities within the purposes for which corporations may be organized under the State of Florida.

ARTICLE IV: SHARES

The number of shares of stock which the corporation shall have authority to issue is:
One Million (1,000,000) shares, \$.001 par value per share, itemized by classes, par value of shares, and series, if any within a class is:

Class	Series (if any)	Number of Shares	Par value per share
Class A Common Stock	N/A	100,000	\$.001 Par Value Per Share
Class B Common Stock	N/A	900,000	\$.001 Par Value Per Share

The relative rights, preferences and limitations of the shares of each class are as follows:

All shares of Class A Common Stock and Class B Common Stock will be identical and will entitle the holders thereof to the same rights and privileges, except that the shares of the Class B Common Stock shall have no voting rights on any matters submitted to a vote of the stockholders of the Corporation.

The Corporation reserves the right to make any amendment of the charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the charter, of any shares of outstanding stock.

The Board of Directors of the Corporation may authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Directors of the Corporation may, by filing articles of amendment, classify or reclassify any issued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the Corporation's stock.

ARTICLE V: INITIAL DIRECTOR

The number of directors constituting the current board of directors is: **One (1)**

The name and address of the initial director is as follows:

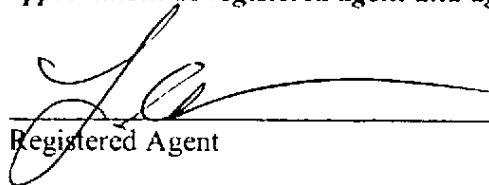
<u>Name:</u>	<u>Address:</u>
Marc B. Farbstein	c/o Rymax Holdco Inc. 3890 Pembroke Road Hollywood, Florida 33021

ARTICLE VI: REGISTERED AGENT

The name and Florida street address of the registered agent is:

<u>Name:</u>	<u>Address:</u>
Corporation Service Company	1201 Hays Street Tallahassee, FL 32301

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.

	Lydia Cohen	7/30/2019
Registered Agent	Asst. Vice President	Date

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator is:

Name:

Peter M. Laughlin

Address:

McElroy, Deutsch, Mulvaney & Carpenter LLP
Attn: Peter M. Laughlin
1300 Mount Kemble Avenue
P.O. Box 2075
Morristown, NJ 07962-2075

ARTICLE VIII: No Personal Liability

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any other law of the State of Florida is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the law as so amended.

Any repeal or modification of the foregoing provisions of this Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification

ARTICLE IX: Indemnification

To the fullest extent permitted by applicable law, the corporation shall hold harmless and indemnify its current and former directors and officers (each an "Indemnitee") in the event its Indemnitees are, or are threatened to be made, a party to or participant in any Proceeding (as hereinafter defined), such indemnification to include any expenses, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by an Indemnitee, or on their behalf, in connection with such Proceeding if such Indemnitee acted in good faith and in a manner that such Indemnitee reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal Proceeding, had no reasonable cause to believe the Indemnitee's conduct was unlawful. To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) the Indemnitees of the corporation (and any other persons to which the Florida Business Corporation

Act permits the corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of directors or shareholders or otherwise, in excess of the indemnification and advancement otherwise permitted by Florida Statutes Section 607.0850.

“Proceeding” includes any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened or completed proceeding, whether brought by or in the right of the corporation or otherwise and whether civil, criminal, administrative or investigative, in which a current or former director or officer was, is or will be involved as a party or otherwise, by reason of his or her status as such, or by reason of any action taken by him or her or her of any inaction on his or her part while acting in his or her capacity as a director or officer.

Any amendment, repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification

[Remainder of page intentionally left blank; Signature page to follow]

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.


Incorporator

7.30.19
Date

[Signature page to Rymux Holdco, Inc. Articles of Incorporation]

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