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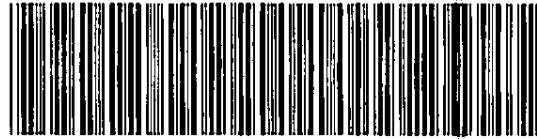
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SECRETARY OF STATE
TALLAHASSEE, FL

2020 MAR 16 PM 4: 25

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ALEXANDER | ABRAMSON
BUSINESS LAWYERS PLLC

March 13, 2020

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Conversion of Clip Training, LLC., to ClipTraining, Inc.

Dear Sir/Madam:

Enclosed please find the following concerning the conversion of Clip Training, LLC., a Florida limited liability company, into ClipTraining, Inc., a Florida corporation:

- (1) Articles and Certificate of Conversion;
- (2) Articles of Incorporation for ClipTraining, Inc.; and
- (3) a check in the amount of \$105.00 for the filing fees.

Please file the Articles and Certificate of Conversion and the Articles of Incorporation and send notification of the same to me at Alexander Abramson PLLC, 220 N. Rosalind Ave., Orlando, FL 32801.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,



Kim Tupper,
Legal Assistant to
Edward R. Alexander, Jr.

Enclosures (3)

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SECRETARY OF STATE
TALLAHASSEE, FL

Articles and Certificate of Conversion
for the conversion of
Clip Training, LLC
a Florida limited liability company,
into
ClipTraining, Inc.
a Florida corporation.

Clip Training, LLC, a Florida limited liability company (the "**Company**"), files these Articles and Certificate of Conversion pursuant to §§605.1045 and 607.11930(2), Florida Statutes, to convert the Company into a Florida corporation, and states as follows:

1. The name of the Company is Clip Training, LLC. It is a Florida limited liability company and was formed on September 11, 2007.
2. The Company is being converted into ClipTraining, Inc., a Florida corporation.
3. The Plan of Conversion was unanimously approved by the members of the Company in accordance with §605.1043, Florida Statutes.
4. As of the effective date of these Articles of Conversion, the limited liability company shall be converted into ClipTraining, Inc., a Florida corporation, in accordance with the Articles of Incorporation of ClipTraining, Inc., attached hereto.
5. The mailing office of the Florida corporation into which the Company is being converted is 12001 Research Parkway, Suite 236, PMB R033, Orlando, FL 32826.
6. The principal office of the Florida corporation into which the Company is being converted is 10550 Arrowtree Blvd., Clermont, FL 34715.
7. The effective date of the conversion and this Articles of Conversion shall be the filing date.

Executed as of this 12th day of March 2020.

Clip Training, LLC



Timothy Duggan, Manager

ClipTraining, Inc.



Timothy Duggan, Incorporator

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ARTICLES OF INCORPORATION OF
CLIPTRAINING, INC. SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the Florida Business Corporation Act as amended from time to time (the "Act").

ARTICLE I. Name

The name of this Corporation shall be:

ClipTraining, Inc.

ARTICLE II. Principal Office and Mailing Address

The principal office of the Florida corporation into which the Company is being converted is 10550 Arrowtree Blvd., Clermont, FL 34715. The mailing address of the Corporation is: 12001 Research Parkway, Suite 236, PMB R033, Orlando, FL 32826.

ARTICLE III. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is nine million two hundred thousand (9,200,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Seven million five hundred thousand (7,500,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "**Common Stock**"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV, except that:

- (A) 6,700,000 shares of the Common Stock shall be the voting common stock (the "**Voting Common Stock**") and have the right to vote in accordance with this ARTICLE IV Section 4 on matters coming before the shareholders of the Corporation; and
- (B) 800,000 shares of the Common Stock shall be the non-voting common stock (the "**Non-Voting Common Stock**") and shall not have any right to vote on matters coming before the shareholders of the Corporation, except solely as may be required by the Act.

Section 3. Preferred Stock. One million seven hundred thousand (1,700,000) shares of the total number of authorized shares of capital stock shall be designated as Preferred Stock (the "**Preferred Stock**"). The Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors

may establish, from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of the Act.

Section 4. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation, except the Non-Voting Common Stock, shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 5. Dividends. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore in accordance with the Act, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, upon the occurrence of a liquidation of the Corporation, the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a pari passu basis according to the number of shares of capital stock of the Corporation held by such holders.

Section 7. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 10550 Arrowtree Blvd., Clermont, FL 34715, and the name of the initial registered agent of this Corporation at that address is J. Peter Bruzzese.

ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be two (2).

Section 2. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, the number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The names and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his or her successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Timothy Duggan	1370 Thomas Ave. North Brunswick, NJ 08902
J. Peter Bruzzese	10550 Arrowtree Blvd. Clermont, FL 34715

Section 6. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV: (A) in case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; and (B) any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Timothy Duggan	1370 Thomas Ave. North Brunswick, NJ 08902

ARTICLE IX. Stock Certificates

The stock of the Corporation shall be certificated. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed or changed, or new Bylaws may be adopted, by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII. Shareholders Agreements

The Shareholders of the Corporation may by written agreement restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A copy of any such agreement must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Act. If any such agreement has been entered, all stock certificates evidencing shares of the capital stock that are held by a Shareholder who is a party to such agreement shall have an appropriate notation referencing such agreement. No committee of the Board of Directors may pre-empt any such agreement that has been entered by all of the Shareholders.

ARTICLE XIII. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of March 12, 2020.

T. Duggan

Timothy Duggan, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and accepts the appointment to serve as the initial Registered Agent of ClipTraining, Inc.

J. Peter Bruzzese

J. Peter Bruzzese

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SECRETARY OF STATE
TALLAHASSEE, FL

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