The Composition Compositions Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H210002891653)))



H210002891653ABC1

To:						- [\equiv
10:	Division of Co	orporations			A	国	2021 JUL 29
		: (850)617-6381			(2)	· (
From:					U (T	13	PM II:
175	Account Name	: NELSON MULLINS	RILEY &	SCARBOROUGH	LLP !	i4.5	=
		120160000074					S
		: (407)839-4277 : (407)839-4264					9
	TAX HUMUCI	. (407)033-4204					
ani	the email addresnual report mail	ss for this busines ings. Enter only o) 1 • • • • • • • • • • • • • • • • • • •
Em	the email addresnual report mail	ss for this busines ings. Enter only o	ne email	address ple	ase. **	ور 2021 الله 29 د)
Em	the email addresnual report mail	ss for this busines ings. Enter only o	FIT CO	address ple	ase. **	2021 (112) ?))
em:	the email addresnual report mail	ss for this busines ings. Enter only or OFIT/NON PROFILE FSI Acquisition	FIT CO	address ple	ase. **	2021 July 29 PM 4:	7
em:	the email addresnual report mail	ss for this busines ings. Enter only or OFIT/NON PROFIT Acquisition	FIT CO	address ple	ase. **	2021 JPJ 29 PM	7
em:	the email addresnual report mail ail Address: FLORIDA PR	oss for this busines ings. Enter only of only only only only only only only only	FIT CO	address ple	ase. **	2021 July 29 PM 4:	7

2/006

OF

FSI ACQUISITION CORP.

The undersigned, who is a natural person of the age of 18 years or older and competent to contract, acting as the sole incorporator, adopts the following Articles of Incorporation for a corporation under the Florida Business Corporation Act (the "Act"):

ARTICLE I

NAME

The name of the corporation is: FSI Acquisition Corp. (the "Company").

ARTICLE II

OFFICE AND MAILING ADDRESS

The Company's initial principal office and mailing address is: 726 Central Florida Parkway Orlando, FL 32824.

ARTICLE III DURATION

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the bylaws of the Company as adopted and amended from time to time (the "Bylaws") or the Act.

ARTICLE IV

PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Act.

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares the Company is authorized to issue is one hundred (100) shares of common stock, having no par value, all of which common shares shall be identical with each other in every respect, and the holders of common shares shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

REGISTERED AGENT

The street address of the Corporation's registered office is 726 Central Florida Parkway, Orlando, FL 32824 and the name of the initial registered agent of the Corporation at that address is Christopher Coghlan.

ARTICLE VII INCORPORATOR

The name and address of the incorporator signing this Articles of Incorporation is:

Christopher Coghlan 726 Central Florida Parkway, Orlando, FL 32824

ARTICLE VIII

INITIAL DIRCTORS/OFFICERS

The board of directors of the Corporation (the "<u>Board of Directors</u>") shall consist of at least one (1) director, with the exact number to be fixed from time to time by the Shareholders the Corporation. The initial Board of Directors shall consist of the following two (2) recribers.

Christopher Coghlan

Corrie Coghlan

ARTICLE IX

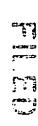
AMENDMENTS

The Company reserves the right to amend any provision of this Articles of Incorporation, which amendment shall only be effectuated in accordance with the terms of the Bylaws.

ARTICLE X

INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his



4

conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

[Remainder of Page Intentionally Blank.]

2021 JUL 29 PH II: 58 SECRETARY OF STATE IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation to be effective as of the Articles of July, 2021.

INCORPORATOR OATH

I, Christopher Coghlan, Incorporator, 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 Section 817.155, Florida-Statutes.

By: CHRISTOPHER COGHLAN, Incorporator

[End of Articles of Incorporation.]

2021 JUL 29 PH II: 58 SECRETARY OF STATE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501(3), FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT:

- 1. The name of the Company is: FSI Acquisition Corp.
- 2. The name and address of the registered agent and office is:

Christopher Coghlan

726 Central Florida Parkway, Orlando, FL 32824.

Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Christopher Coghlan

2021 JUL 29 PHIII: 58 SECRETARY OF STATE