

[REDACTED] INC.

CERTIFICATE OF VALIDATION

April 30, 2014

The undersigned, being a duly authorized officer of [REDACTED] Inc., a Delaware corporation (the “Corporation”), and acting in accordance with the provisions of Section 204(e) of the General Corporation Law of the State of Delaware, hereby issues this Certificate of Validation stating that:

1. The Board of Directors, and holders of at least a majority of the issued and outstanding shares of capital stock of the Corporation, have adopted certain resolutions by Joint Written Consent in Lieu of a Meeting in substantially the form attached hereto as Exhibit A (the “Resolutions”), for purposes of adopting and ratifying in all respects an otherwise arguably defective corporate act.
2. The Resolutions were adopted by the Board of Directors, and holders of at least a majority of the issued and outstanding shares of capital stock of the Corporation, on the date first written above.
3. The Resolutions were duly adopted in accordance with Section 204 of the General Corporation Law of the State of Delaware, and all other applicable laws.
4. The Resolutions were adopted to ratify and validate those certain resolutions previously adopted on March 1, 2012 and attached hereto as Exhibit B, effecting a 200-for-1 stock split (the “Stock Split”) so that each share of the Corporation’s authorized Common Stock, \$0.01 par value per share (the “Old Common Stock”), shall convert into two hundred (200) shares of Common Stock, \$0.01 par value per share (the “New Common Stock”), resulting in each share of Old Common Stock issued and outstanding as of March 1, 2012 being converted into two hundred shares of New Common Stock, and totaling one million (1,000,000) shares of New Common Stock of the Corporation outstanding as of March 1, 2012. The Certificate of Amendment was to have been filed and made effective as of March 1, 2012. The relevant provisions of the Certificate of Amendment being filed, in substantially the form attached hereto as Exhibit C, are:

“The total number of shares of stock which the Corporation shall have authority to issue is 1,000,000 shares of common stock, par value \$0.01 per share. All shares of common stock issued and outstanding as of March 1, 2012, are hereby split forward Two Hundred for one (200:1).”

5. No certificate was previously filed with the Secretary of the State of Delaware with respect to the arguably defective corporate act which is now adopted and ratified in all respects by the Resolutions.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Validation to the Certificate of Incorporation to be signed this 30th day of April, 2014.

By:   
Name:   
Title: President

EXHIBIT A  
TO  
CERTIFICATE OF VALIDATION

**RESOLUTIONS**

██████████, INC.

JOINT WRITTEN CONSENT OF DIRECTORS AND STOCKHOLDERS  
IN LIEU OF A MEETING

April 30, 2014

The undersigned, being (a) all of the members of the Board of Directors, and (b) holders of at least a majority of the issued and outstanding shares of capital stock; of ██████████ Inc., a Delaware corporation (the "Corporation"), and acting in accordance with the provisions of Sections 204(b), (c), (d), (e), and (g) of the General Corporation Law of the State of Delaware, hereby take the following actions by written consent in lieu of a meeting as of the date set forth above:

**Ratification and Approval of March 1, 2012 Resolutions**

**RESOLVED:** That in accordance with Section 204(b) of the General Corporation Law of the State of Delaware, the Board of Directors and holders of at least a majority of the issued and outstanding shares of capital stock of the Corporation hereby authorize and ratify in all respects those certain resolutions adopted by the Corporation by that certain Joint Written Consent of Sole Director and Sole Shareholder of the Corporation in substantially the form attached hereto as Exhibit A (the "Ratified Resolutions"); that further pursuant to the provisions of Section 204(b) of the General Corporation Law of the State of Delaware, the Board of Directors and holders of at least a majority of the issued and outstanding shares of capital stock of the Corporation hereby state that the Ratified Resolutions; (i) were adopted on March 1, 2012; (ii) effected a 200-for-1 stock split (the "Stock Split") so that each share of the Corporation's authorized Common Stock, \$0.01 par value per share (the "Old Common Stock"), shall convert into two hundred shares of Common Stock, \$0.01 par value per share (the "New Common Stock"), resulting in each share of Old Common Stock issued and outstanding as of March 1, 2012 being converted into two hundred shares of New Common Stock, and totaling 1,000,000 shares of New Common Stock of the Corporation outstanding as of March 1, 2012; (iii) are arguably defective as a result of the Corporation's failure to make the necessary filing of a certificate(s) in accordance with Section 103 of the General Corporation Law of the State of Delaware to effectuate same; and (iv) are hereby approved and ratified in their entirety and in all respects by the Board of Directors and at least a majority of the issued and outstanding shares of capital stock of the Corporation.

**FURTHER  
RESOLVED:**

That consistent with the Ratified Resolutions and the foregoing resolutions, and it being advisable and in the best interests of the

Corporation and its shareholders, the Certificate of Incorporation of the Corporation be and hereby is amended in substantially the form of the Certificate of Amendment to the Certificate of Incorporation attached as Exhibit B hereto (the "**Certificate of Amendment**") in order to increase the total number of shares of stock which the Corporation shall have authority to issue to 1,000,000 shares of common stock, par value \$0.01, and effectuate the Stock Split.

**General**

**RESOLVED:**

That the President, Secretary and Treasurer of the Corporation (the "Authorized Officers") be, and each hereby is, authorized on behalf of the Corporation to prepare, execute and file with the Secretary of the State of Delaware the Certificate of Validation; and further that the Authorized Officers be and hereby are authorized, for and on behalf of the Corporation and in its name, to execute, acknowledge, seal and deliver such other instruments, agreements, certificates, and other documents, and to do all such acts and things, as any of them in each of their sole discretion, shall deem necessary, desirable, or appropriate in order to consummate the transactions contemplated by the Ratified Resolutions and the foregoing resolutions, or to carry out the intent and purpose of the foregoing resolutions.

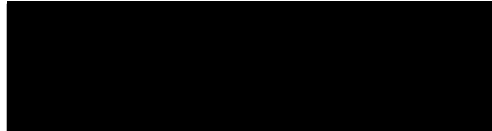
**FURTHER  
RESOLVED:**

That any actions taken by any of the Authorized Officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of the Corporation.

*(Signature page follows.)*

IN WITNESS WHEREOF, the undersigned further directs that this Written Consent shall take effect as of the date first above written and shall be filed in the minute book of the Corporation with the minutes of the meetings of the Board of Directors and the stockholders. This Written Consent may be executed in counterparts.

**DIRECTORS:**



**STOCKHOLDERS:**

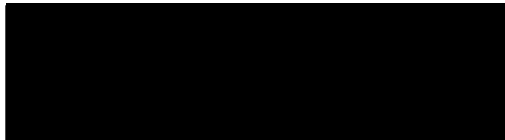
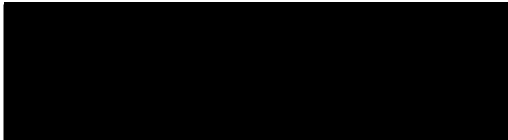


EXHIBIT B  
TO  
CERTIFICATE OF VALIDATION  
**MARCH 1, 2012 RESOLUTIONS**

██████████, INC.  
JOINT WRITTEN CONSENT OF SOLE DIRECTOR AND SOLE SHAREHOLDER  
IN LIEU OF A MEETING

March 1, 2012

The undersigned, being the sole member of the Board of Directors and sole shareholder of ██████████ Inc., a Delaware corporation (the "Corporation"), and acting in accordance the General Corporation Law of the State of Delaware, hereby consents to the adoption of the following resolutions:

Stock Split and Certificate of Amendment to the Certificate of Incorporation

- RESOLVED: That, it being advisable and in the best interests of the Corporation and its sole stockholder, the Corporation be and hereby is authorized to effect a 200-for-1 stock split (the "Stock Split") so that each share of the Corporation's authorized Common Stock, \$0.01 par value per share (the "Old Common Stock"), shall convert into two hundred shares of Common Stock, \$0.01 par value per share (the "New Common Stock"), resulting in each share of Old Common Stock issued and outstanding as of the time immediately prior to the date of these resolutions (the "Effective Date") being converted into two hundred shares of New Common Stock upon the filing of the Restated Certificate (as defined below) with the Secretary of State for the State of Delaware.
- RESOLVED: That as of the Effective Date all issued and outstanding shares of Old Common Stock shall automatically, without any action on the part of the holder thereof, be converted into shares of New Common Stock, and all rights with respect to the Old Common Stock shall terminate, except only the right of each holder thereof, upon surrender of his or its certificate or certificates therefor, to receive a certificate or certificates for the number of shares of such New Common Stock into which such holder's shares of such Old Common Stock have been converted.
- RESOLVED: That notwithstanding the Stock Split, the par value of each share of Common Stock shall remain \$0.01 per share.
- RESOLVED: That the accounts and records of the Corporation be adjusted to reflect any change in the Corporation's capital and additional paid-in capital accounts appropriate or necessary to reflect the foregoing reclassification and change of the Corporation's capital stock.
- RESOLVED: That, it being advisable and in the best interests of the Corporation and its sole stockholder, the Certificate of Incorporation of the Corporation be and hereby is amended and restated in its entirety in substantially the form of the Certificate of Amendment to the Certificate of Incorporation attached as Exhibit A hereto (the "Certificate of Amendment") in order to increase the authorized capital stock of the Corporation and effectuate the Stock Split.



RESOLVED: That the President, Secretary and Treasurer of the Corporation (the "Authorized Officers") be, and each hereby is, authorized on behalf of the Corporation to prepare, execute and file with the Secretary of the State of Delaware (the "Delaware Secretary") the Restated Certificate.

RESOLVED: That the Authorized Officers be and hereby are, authorized, for and on behalf of the Corporation and in its name, to execute, acknowledge, seal and deliver all such instruments, agreements and other documents, and to do all such acts and things, as any of them in each of their sole discretion, shall deem necessary, desirable or appropriate in order to consummate the transactions described in and contemplated by the foregoing resolutions, or to carry out the intent and purpose of the foregoing resolutions.

General

RESOLVED: That the Authorized Officers are each authorized in the name and on behalf of the Corporation to execute and deliver any and all additional documents, agreements, certificates and other instruments, and to take any and all other action as they, or any one of them, deem necessary or advisable in order to effectuate the transactions contemplated by the foregoing resolutions.

RESOLVED: That any actions taken by any of the Authorized Officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of the Corporation.

[Signature Page Follows]

EXECUTED as of the date first written above.

**SOLE DIRECTOR and STOCKHOLDER:**

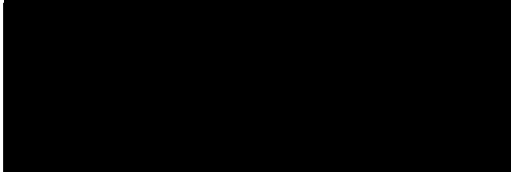


EXHIBIT C  
TO  
CERTIFICATE OF VALIDATION  
**CERTIFICATE OF AMENDMENT**