

# STATE OF GEORGIA

## Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

### CERTIFICATE OF CONVERSION

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on 3/30/2017 converting

**Valkyrie Studios LLC**

a Domestic Limited Liability Company

to

**Rocketworx, Inc.**

a Domestic Profit Corporation

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of  
Atlanta and the State of Georgia on 04/28/2017



A handwritten signature in black ink, appearing to read 'B. P. Kemp', written in a cursive style.

Brian P. Kemp  
Secretary of State

**CERTIFICATE OF CONVERSION  
OF  
VALKYRIE STUDIOS, LLC**

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1. **Conversion.** Pursuant to the provisions of Section 14-2-1109.2 of the Georgia Business Corporation Code (the "Code"), VALKYRIE STUDIOS, LLC, a Georgia limited liability company (the "Company") hereby elects to convert from a Georgia limited liability company to a Georgia corporation.

2. **Name.** The new name of the Company shall be **Rocketworx, Inc.** (the "Corporation").

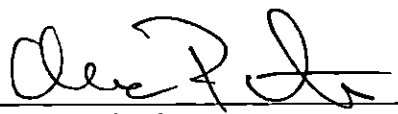
3. **Effective Date.** The effective date for this election shall be the date of its filing with the Georgia Secretary of State's office.

4. **Approval.** This conversion has been unanimously approved by all of the members of the Company as required by Section 14-2-1109.2(a) of the Code.

5. **Articles of Incorporation.** Filed with this certificate are the articles of incorporation of Valkyrie Studios, Inc. in compliance with the requirements of Section 14-2-202 of the Code, and such articles of incorporation shall be the articles of incorporation of the Corporation formed pursuant to this election unless and until modified in accordance with the Code.

6. **Manner and Basis of Conversion of Equity.** The equity interests of the Company shall be converted into voting common stock of the Corporation on a 1:1 basis, and as a consequence, each Company member's percentage ownership of the stock in the Corporation immediately after the conversion shall be the same as such member's percentage ownership of the Company's equity interest immediately before the conversion.

**IN WITNESS WHEREOF**, the undersigned, being duly authorized by all of the members to do so, has executed this Certificate of Conversion this the 21<sup>st</sup> day of March, 2017.

  
\_\_\_\_\_  
Alec Peters, Member

ARTICLES OF INCORPORATION  
OF  
ROCKETWORX, INC.

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Pursuant to the provisions of Section 14-2-202 of the Georgia Business Corporation Code (the "Code"), the undersigned, as successor by conversion of Valkyrie Studios, LLC, adopts the following as its Articles of Incorporation.

1. **Name.** The name of the corporation shall be **Rocketworx, Inc.** (the "Corporation").

2. **Authorized Shares of Stock.** The Corporation shall have authority to issue not more than One Hundred Thousand (100,000) shares of no par value common stock.

3. **Registered Office and Registered Agent.** The initial registered office of the Corporation is located at 5555 Glenridge Connector, NE, Suite 925, Atlanta, Fulton County, Georgia 30342, and its initial registered agent at such address is Sheldon E. Friedman, Esq.

4. **Name and Address of Incorporator.** The name and address of the Incorporator is Sheldon E. Friedman, Esq., c/o Friedman, Dever & Merlin, LLC, 5555 Glenridge Connector, NE, Suite 925, Atlanta, Georgia 30342.

5. **Principal Place of Business.** The mailing address of the principal place of business of the Corporation is 5555 Glenridge Connector, NE, Suite 925, Atlanta, Georgia 30342.

6. **Director's Liability.**

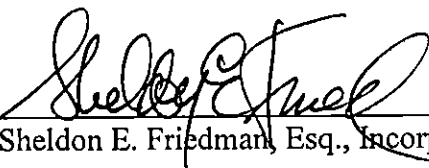
(a) No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his or her duty of care or other duty as a director, provided that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Code or any successor law or laws, except liability for: (1) any appropriation, in violation of his or her duties, of any business

opportunity of the Corporation; (2) acts or omissions which involve intentional misconduct or a knowing violation of law; (3) the types of liability set forth in Section 14-2-832 of the Code; or (4) any transaction from which the director derived an improper material personal benefit.

(b) Any repeal or modification of this Article by the shareholders and the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

7. **Action of Shareholders Without a Meeting.** Any action required or permitted by applicable sections of the Code to be taken at a shareholders' meeting may be taken without a meeting if all the shareholders entitled to vote on such action, or a majority of the shareholders, sign one or more written consents describing the action taken and the consents are delivered to the Corporation for inclusion in the minutes or filing with the corporate records. No written consent shall be valid unless the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights as provided in applicable sections of the Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28<sup>th</sup> day of March, 2017.

  
Sheldon E. Friedman, Esq., Incorporator

Friedman, Dever & Merlin, LLC  
5555 Glenridge Connector, NE, Suite 925  
Atlanta, GA 30342  
404.236.8600

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Brian P. Kemp  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION  
2 Martin Luther King Jr. Dr. SE  
Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2817  
sos.georgia.gov/corporations

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TRANSMITTAL INFORMATION FORM  
GEORGIA PROFIT OR NONPROFIT CORPORATION

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**IMPORTANT:** Please provide the entity's primary email address when completing this form.

Primary Email Address: alec@axanarproductions.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)  
Rocketworx, Inc.  
Corporate Name (List exactly as it appears in articles.)

2. Sheldon E. Friedman, Esq. c/o Friedman, Dever & Merlin LLC  
Name of Person Filing Articles of Incorporation (Certificate will be mailed to this person at email address listed below.)  
5555 Glenridge Connector NE, Suite 925  
Address  
Atlanta  
City  
sfriedman@fdmlaw.com  
Filer's Email Address  
State GA Zip Code 30342  
Telephone Number (404) 236-8600

3. Sheldon E. Friedman, Esq.  
Name of Registered Agent in Georgia  
5555 Glenridge Connector NE, Suite 925  
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)  
Atlanta Fulton GA 30342  
City County State Zip Code  
sfriedman@fdmlaw.com  
Registered Agent's Email Address

4. Mail the following items to the Secretary of State at the above address:

- 1) This transmittal form;
- 2) The Articles of Incorporation; and
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are non-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that the information on this form will be entered in the Secretary of State business entity database, and I certify that the above information is true and correct to the best of my knowledge.

Sheldon E. Friedman  
Signature of Authorized Person  
Sheldon E. Friedman, Esq  
Print name

3/28/2017  
Date