

# **CERTIFICATE OF INCORPORATION**

**OF**

**SUMMIT DIGITAL SOLUTIONS, INC.**

FIRST: The name of the Corporation is Summit Digital Solutions, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 50,000,000, consisting of:

- (a) 40,000,000 shares of Common Stock, par value \$0.001 per share ("Common Stock"); and
- (b) 10,000,000 shares of Preferred Stock, par value \$0.001 per share ("Preferred Stock").

The Board of Directors is hereby authorized to provide for the issuance of the Preferred Stock in series and to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation:

The number of directors of the Corporation shall be fixed from time to time by resolution of the Board of Directors.

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

SIXTH: To the fullest extent permitted by the DGCL, as the same exists or may hereafter be amended:

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.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a director or officer of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

EIGHTH: The name and mailing address of the incorporator is:

Sarah J. Wilson

Wilson & Associates, LLP

100 State Street, Suite 2500

Boston, MA 02109

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Incorporation on this 15th day of March, 2016.

/s/ Sarah J. Wilson

Sarah J. Wilson, Incorporator

**STATE OF DELAWARE**

**SECRETARY OF STATE**

**DIVISION OF CORPORATIONS**

Filed: 03/15/2016

Time: 10:45 AM

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO  
HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE  
CERTIFICATE OF INCORPORATION OF "SUMMIT DIGITAL SOLUTIONS, INC.", FILED IN  
THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2016, AT 10:45 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE  
COUNTY RECORDER OF DEEDS.

/s/ Jeffrey W. Bullock

Jeffrey W. Bullock, Secretary of State

Authentication: [Authentication Number]

Date: March 15, 2016

[STATE SEAL]