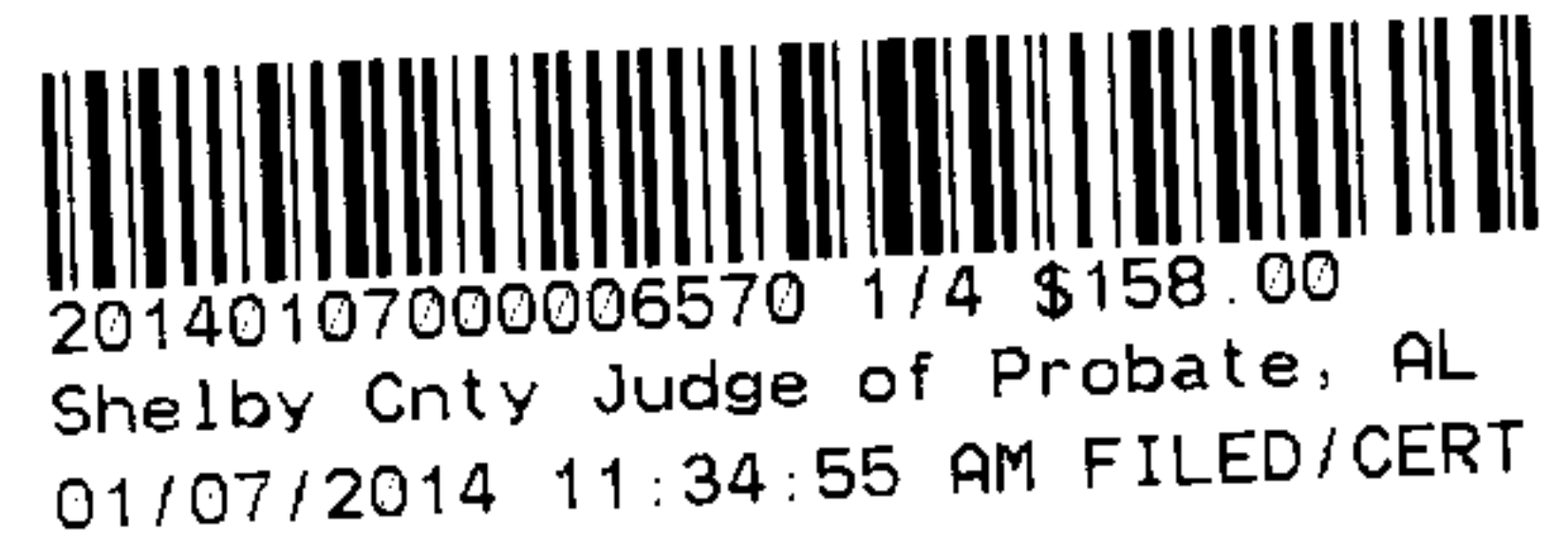




STATE OF ALABAMA)

SHELBY COUNTY)

CERTIFICATE OF FORMATION
OF
BIRD’S-EYE VIDEO, LLC

Pursuant to the provisions of the Alabama Business and Nonprofit Entity Code, §10A-1-1.01 et seq., Code of Alabama, 1975 (the “Entity Code”), including Title 10A, Chapter 5, the Alabama Limited Liability Company Law (the “Law”), the undersigned hereby files the following Limited Liability Company Certificate of Formation.

ARTICLE I.
Name

The name of the limited liability company is Bird’s-Eye Video, LLC, (the “Company”).

ARTICLE II.
Type of Entity

The Company is being formed as a limited liability company pursuant to the provisions of the Law.

ARTICLE III.
Purposes

The purposes for which the Company is formed are:

- (a) To engage in any and all transactions and business activities which are necessary, appropriate or incidental to the business of aerial video and photography using remote controlled aircraft to individuals, as well as entities and organizations;
- (b) To engage in the business of acquiring, holding, and managing the ownership of interests in other business entities;
- (c) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell,



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convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, limited liability companies, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(f) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(g) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Law.

ARTICLE IV.

Duration

Pursuant to §10A-1-3.03 of the Entity Code, the Company shall have perpetual duration, unless it is dissolved and its affairs wound up in accordance with the Entity Code and the Law, or as provided in the Company's Operating Agreement.

ARTICLE V.

Registered Agent; Registered Office

The location and street address of the initial registered office shall be Bird's Eye Video, LLC, 1265 Legacy Drive, Birmingham, Alabama, 35242, and its registered agent at such address shall be David R. King.

ARTICLE VI.

Organizer

The name and mailing address of the organizer of the Company is:

Name

David R. King

Address

1265 Legacy Drive
Birmingham, AL 35242

ARTICLE VII.

Additional Members

Additional members may not be admitted without the prior written consent of all the Members. Unless specifically provided for otherwise in the written consent of the Members, the operating agreement shall set forth the terms and conditions for the admission of the additional members.

ARTICLE VIII.

Initial Manager

The Company's business and affairs shall be managed by one or more managers. The name and business address of the initial manager who is to serve as the manager until the first annual meeting of the Members or until his successor is elected and qualified is as follows:

Name

David R. King as Custodian for Connor King (Minor)

Address

1265 Legacy Drive
Birmingham, AL 35242

ARTICLE IX.

Assignment

Except as otherwise provided in the operating agreement of the Company, a Member may not assign, in whole or in part his interest in the Company without the prior written consent of all the Members.

31ST IN WITNESS WHEREOF, the undersigned, has duly executed this Certificate of Formation this day of December, 2013.

(Signature)



David R. King as Custodian for Connor King (Minor)

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Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Bird's-eye Video, LLC

This name reservation is for the exclusive use of Steven N. Smith, PC, 1121 Riverchase Office Road, Birmingham, AL 35244 for a period of one year beginning November 07, 2013 and expiring November 07, 2014


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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

November 07, 2013

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State