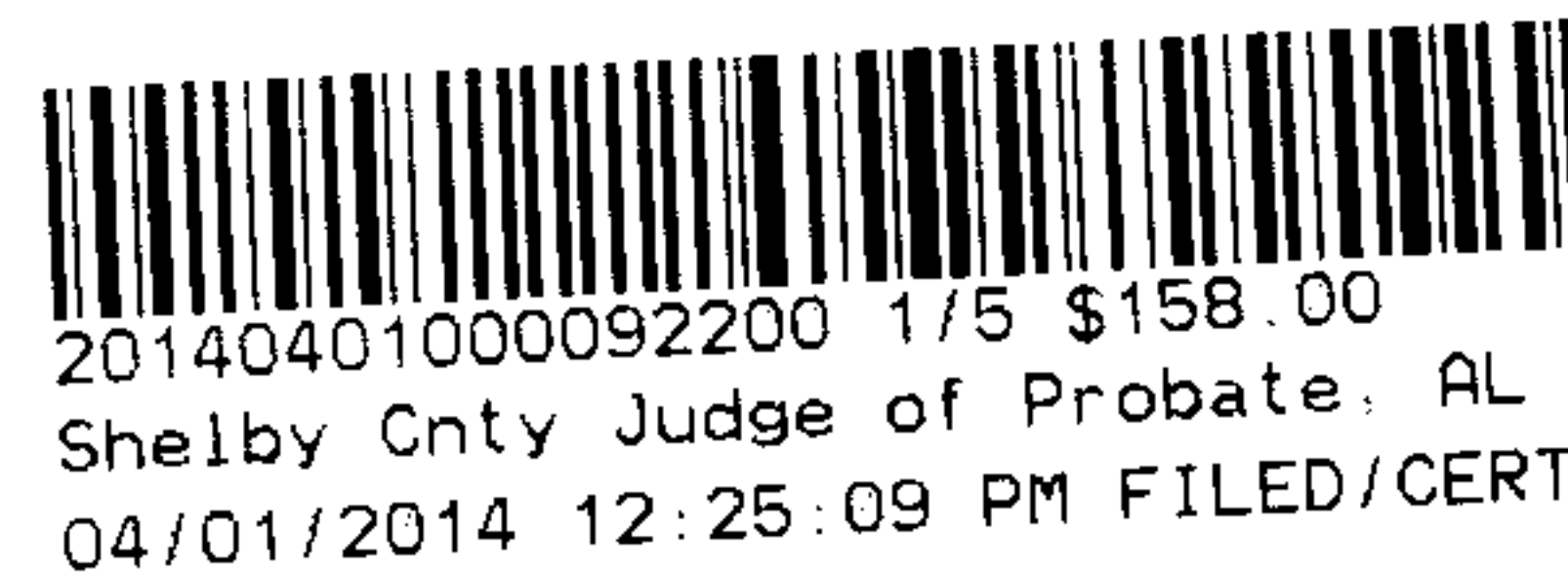


STATE OF ALABAMA

**DOMESTIC LIMITED LIABILITY COMPANY (LLC)
CERTIFICATE OF FORMATION**



PURPOSE: In order to form a limited liability company (LLC) under Section 10A-1-3.05 and 10A-5-2.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the entity's initial registered office is located. **The information required in this form is required by Title 10A.**

(For County Probate Office Use Only)

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the limited liability company's (LLC) registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your entity will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

The information completing this form must be typed or laser printed.

1. The name of the limited liability company (must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC," and comply with Code of Alabama, Title 10A-1-5.06):

Vape Strong LLC

2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached [proves name reservation under 10A-1-4.02(f)].

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

Cheyenne Moseley, LegalZoom.com, Inc.
9900 Spectrum Drive
Austin, TX 78717

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

3. Street (**No PO Boxes**) address of principal office of the limited liability company (LLC):

459 Highway 11 Suite 105, Trussville, Alabama 35173

Mailing address of principal office (if different from street address): _____

4. The name of the Registered Agent: John Seale

Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):

133 Glen Abbey Way, Alabaster, Alabama 35007

Mailing address of Registered Agent (if different from street address): _____

5. Purpose for which the limited liability company formed: To engage in the business of:

Retail Store

_____ ; the purpose includes the transaction of any lawful business for which limited liability companies may be organized in Alabama under Title 10A, Chapter 5 of the Code of Alabama.

6. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

7. The name(s) of the Organizer(s): LegalZoom.com, Inc.

Street (**No PO Boxes**) address of Organizer(s): 9900 Spectrum Drive, Austin, TX 78717

_____ Mailing address of Organizer(s) – (if different from street address): 100 W. Broadway, Suite 100, Glendale, CA 91210

Attach a listing if more Organizers need to be added.

8. If the limited liability company is to be managed by one or more managers, give the number of managers _____ and the names and mailing addresses of the manager or managers who are to serve as managers until their successors are elected and begin serving:

Manager's Name: _____

Mailing address of Manager: _____

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

Manager's Name: _____

Mailing address of Manager: _____

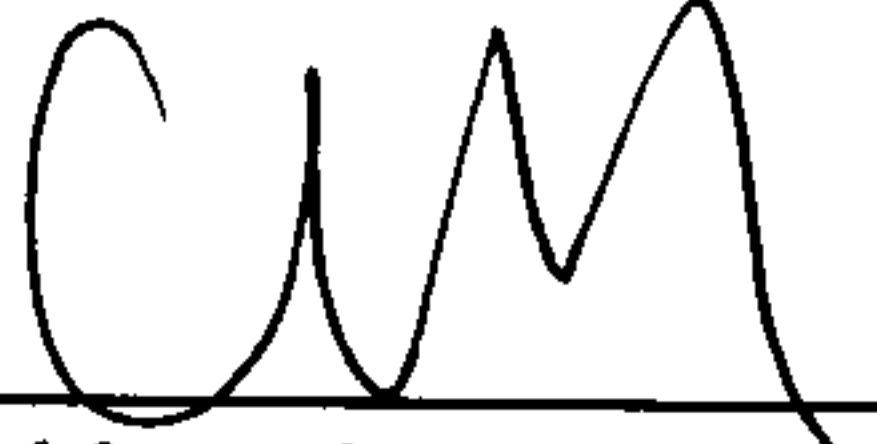
Attach listing if more Managers need to be added.

9. The right, if given, of the member or members to admit additional members, and the terms and conditions of the admission are attached.
10. The circumstances, if any, under which the cessation of membership of one or more members will result in dissolution of the limited liability company are attached.
11. The filing of the limited liability company is effective immediately on the date filed by the judge of probate or at the later date specified in this filing (no more than 90 days after date of signing). 10A-1-4.12

The undersigned specify ____ / ____ / ____ as the effective date (must be later than the date filed in the office of the county judge of probate, but not more than 90 days after the date of signing).

____ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the limited liability company.

3 / 27 / 2014
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Cheyenne Moseley, Assistant Secretary
Typed Name of Above Signature

LegalZoom.com, Inc., Organizer
Typed Title (Member, Organizer or Attorney-in-fact)

Additional members may sign (attach listing if necessary).

/ /
Date (MM/DD/YYYY)

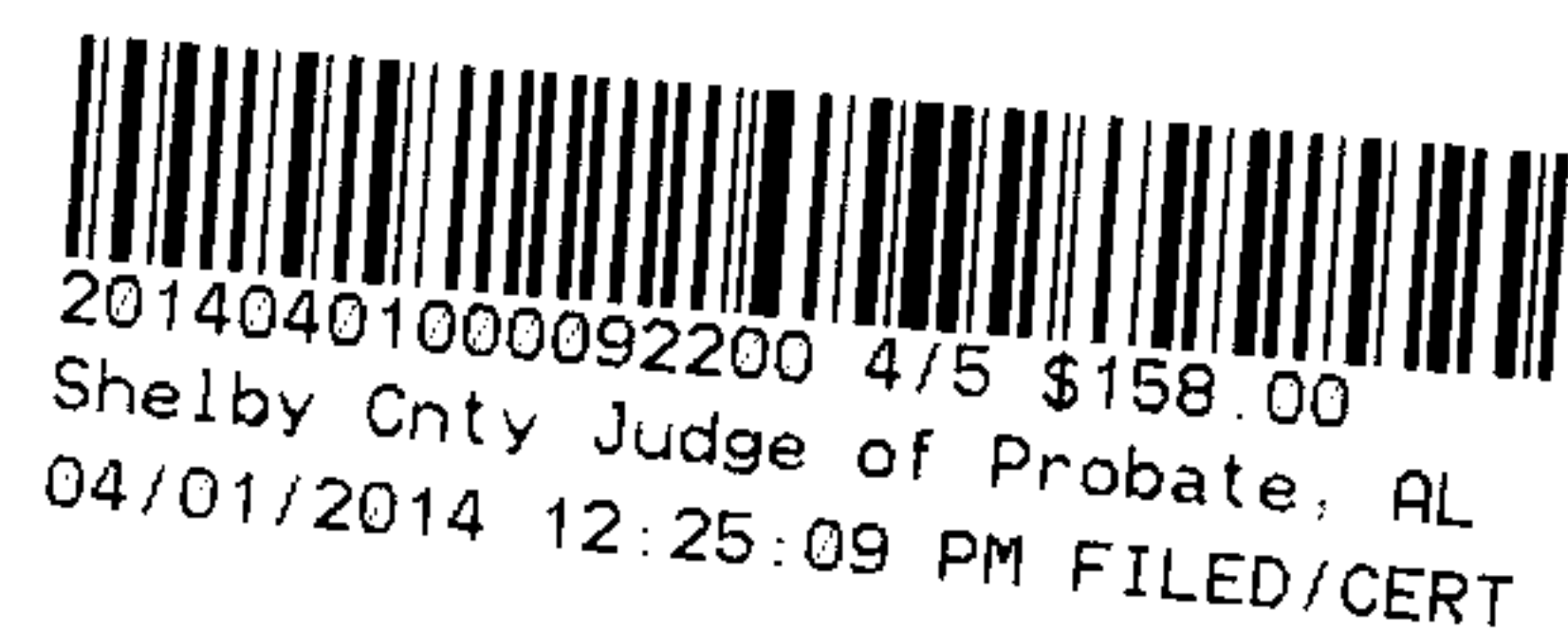
Signature as required by 10A-5-2.04

Typed Name of Above Signature

Typed Title (Member)

Attachment to Section 9, Certificate of Formation of
Vape Strong LLC

1. With the exception of a transfer of interest as set forth in section 3 below, additional Persons may become Members of the Company and be issued additional Ownership Interests only if approved by and on terms determined by a unanimous written agreement signed by all of the existing Members.
2. Before a Person may be admitted as a Member of the Company, that Person must sign and deliver to the Company the documents and instruments, in the form and containing the information required by the Company, that the Members deem necessary or desirable, including, but not limited to, a signed consent.
3. A Member may not transfer any Membership Interests, whether now owned or later acquired, unless Members holding all of the Percentage Interests not subject to transfer consent to such transfer. A person may acquire Membership Interests directly from the Company upon the written consent of all Members. A person that acquires Membership Interests in accordance with this paragraph will be admitted as a Member of the Company only after the requirements of paragraph 2 above are complied with in full.



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:

Vape Strong LLC

This name reservation is for the exclusive use of Legalzoom.com, 101 N. Brand
Blvd., 10th Floor, Glendale, CA 91203 for a period of one year beginning March
25, 2014 and expiring March 25, 2015



RES652936

**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.**

March 25, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State

20140401000092200 5/5 \$158.00
Shelby Cnty Judge of Probate, AL
04/01/2014 12:25:09 PM FILED/CERT