

Delaware


The First State

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 VALIDATION OF "SAMPLE, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF AUGUST, A.D. 2014, AT 3:22 O'CLOCK P.M.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1234567

DATE: 08-15-14

SAMPLE, INC.

CERTIFICATE OF VALIDATION

August 8, 2014

The undersigned, being a duly authorized officer of Sample, Inc., a Delaware corporation (the "Company"), and acting in accordance with Section 204(e) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby issues this Certificate of Validation stating that:

1. For purposes of ratifying and validating in all respects otherwise defective corporate acts in accordance with Section 204 of the DGCL, the Company's Board of Directors (the "Board") adopted certain resolutions by Action by Written Consent of the Board of Directors attached hereto as Exhibit A (the "Board Resolutions"); and the holders of at least a majority of the issued and outstanding shares of capital stock of the Company (the "Majority Stockholders") adopted certain resolutions by Action by Written Consent of the Stockholders attached hereto as Exhibit B (the "Stockholder Resolutions").

2. The Board Resolutions were duly adopted by the Board and the Stockholder Resolutions were duly adopted by the Majority Stockholders as of the date first above written.

3. The Board Resolutions and the Stockholder Resolutions were duly adopted in accordance with Section 204 of the DGCL and all other applicable laws.

4. The Board Resolutions and the Stockholder Resolutions were adopted to ratify and validate the following related defective corporate acts pursuant to Section 204 of the DGCL: (a) prior to the filing of the Amended and Restated Certificate of Incorporation of Sample, Inc. (the "Amended and Restated Certificate of Incorporation") with the Delaware Secretary of State on June 12, 2014, the issuance of shares of the Company's Common Stock to certain purchasers in excess of the number of shares of Common Stock that the Company was authorized to issue under its Certificate of Incorporation then in effect and Section 161 of the DGCL; and (b) the failure to obtain the Majority Stockholders' authorization and approval of the Amended and Restated Certificate of Incorporation pursuant to Section 242(b) of the DGCL, prior to the filing of the Amended and Restated Certificate of Incorporation with the Delaware Secretary of State on June 12, 2014.

5. The Amended and Restated Certificate of Incorporation was filed with the Delaware Secretary of State on June 12, 2014, and is now ratified and validated in its entirety and in all respects by the Board Resolutions and the Stockholder Resolutions; and pursuant to the Board Resolutions and the Stockholder Resolutions, the Amended and Restated Certificate of Incorporation shall be deemed effective as of April 14, 2014.

IN WITNESS WHEREOF, the Company has caused this Certificate of Validation to be signed by its duly authorized officer on this 8th day of August, 2014.

By: _____
Robert Smith,
President and Chief Executive Officer

EXHIBIT A

The following resolutions were duly adopted by the Board on August 8, 2014, in accordance with Section 204 of the DGCL:

WHEREAS, on April 14, 2014, the Board approved the Company's Amended and Restated Certificate of Incorporation (the "A&R Certificate"), in order to, among other things, increase the total number of authorized shares of the Company's Common Stock ("Common Stock") to 8,440,000 shares of Common Stock; however, due to an administrative error, the A&R Certificate was not properly filed with the Delaware Secretary of State until June 12, 2014 (the "Certificate Filing");

WHEREAS, prior to filing the A&R Certificate with the Delaware Secretary of State, the Company sold and issued an aggregate of 2,920,000 shares of Common Stock (the "Common Shares") to certain purchasers, on the respective dates and in the respective amounts set forth below:

Certificate Number	Number of Shares	Date of Issuance
C-002	2,500,000	April 21, 2014
C-003	420,000	June 1, 2014

WHEREAS, the issuances of the Common Shares to such purchasers were in excess of the number of shares of Common Stock that the Company was authorized to issue under its Certificate of Incorporation then in effect and Section 161 of the DGCL on the respective dates that the Common Shares were issued (the "Common Stock Issuances");

WHEREAS, due to an administrative error, the Company's stockholders did not authorize and approve the A&R Certificate in accordance with Section 242(b) of the DGCL prior to the Certificate Filing;

WHEREAS, the Common Stock Issuances and the Certificate Filing arguably are defective corporate acts, because the Company failed to obtain the stockholders' approval of the A&R Certificate and the Company failed to file the A&R Certificate in accordance with Section 103 of the DGCL prior to the Common Stock Issuances; and

WHEREAS, the Board deems it to be in the best interests of the Company and its stockholders to authorize, ratify and approve the Common Stock Issuances and the Certificate Filing in accordance with Section 204 of the DGCL.

RESOLVED, that the Common Stock Issuances be, and they hereby are, authorized, ratified and approved in accordance with Section 204 of the DGCL, and the Common Shares, when previously issued and in accordance with these resolutions, shall be considered validly issued, fully paid and nonassessable as of the respective dates of issuance;

RESOLVED, FURTHER, that the Certificate Filing be, and it hereby is, authorized, ratified and approved in accordance with Section 204 of the DGCL, and the A&R Certificate shall be deemed effective as of April 14, 2014; and the officers of the Company be, and each hereby is, authorized, directed and empowered to immediately seek the necessary authorization, ratification and approval of the A&R Certificate and these resolutions by the Company's stockholders in accordance with Section 204 of the DGCL; and

RESOLVED, FURTHER, that the defective corporate acts set forth in the foregoing resolutions be, and they hereby are, authorized, ratified and approved in their entirety and in all respects.

[Remainder of Exhibit A Intentionally Left Blank.]

EXHIBIT B

The following resolutions were duly adopted by the Majority Stockholders on August 8, 2014, in accordance with Section 204 of the DGCL:

WHEREAS, on April 14, 2014, the Company's Board of Directors (the "Board") approved the Company's Amended and Restated Certificate of Incorporation (the "A&R Certificate"), in order to, among other things, increase the total number of authorized shares of the Company's Common Stock ("Common Stock") to 8,440,000 shares of Common Stock; however, due to an administrative error, the A&R Certificate was not properly filed with the Delaware Secretary of State until June 12, 2014 (the "Certificate Filing");

WHEREAS, prior to filing the A&R Certificate with the Delaware Secretary of State, the Company sold and issued an aggregate of 2,920,000 shares of Common Stock (the "Common Shares") to certain purchasers, on the respective dates and in the respective amounts set forth below:

Certificate Number	Number of Shares	Date of Issuance
C-002	2,500,000	April 21, 2014
C-003	420,000	June 1, 2014

WHEREAS, the issuances of the Common Shares to such purchasers were in excess of the number of shares of Common Stock that the Company was authorized to issue under its Certificate of Incorporation then in effect and Section 161 of the DGCL on the respective dates that the Common Shares were issued (the "Common Stock Issuances");

WHEREAS, due to an administrative error, the Stockholders did not authorize and approve the A&R Certificate in accordance with Section 242(b) of the DGCL prior to the Certificate Filing;

WHEREAS, the Common Stock Issuances and the Certificate Filing arguably are defective corporate acts, because the Company failed to obtain the Stockholders' approval of the A&R Certificate and the Company failed to file the A&R Certificate in accordance with Section 103 of the DGCL prior to the Common Stock Issuances; and

WHEREAS, the Stockholders deem it to be in the best interests of the Company and the Stockholders to authorize, ratify and approve the Common Stock Issuances and the Certificate Filing in accordance with Section 204 of the DGCL.

RESOLVED, that the Common Stock Issuances be, and they hereby are, authorized, ratified and approved in accordance with Section 204 of the DGCL, and the Common Shares, when previously issued and in accordance with these resolutions, shall be considered validly issued, fully paid and nonassessable as of the respective dates of issuance;

RESOLVED, FURTHER, that the Certificate Filing be, and it hereby is, authorized, ratified and approved in accordance with Section 204 of the DGCL, and the A&R Certificate shall be deemed effective as of April 14, 2014; and

RESOLVED, FURTHER, that the defective corporate acts set forth in the foregoing resolutions be, and they hereby are, authorized, ratified and approved in their entirety and in all respects.

[Remainder of Exhibit B Intentionally Left Blank.]