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(Address)

(Address)

(City/State/Zip/Phone #)

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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Upward Spiral Entertainment, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert Patterson

(Name of Person)

William D. Truax, E.A., Inc.

(Firm/Company)

249 N. Brand Bl. #316

(Address)

Glendale, CA 91203

(City/State and Zip code)

For further information concerning this matter, please call:

Robert Patterson

(Name of Person)

at ( 323 ) 257-5762

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Upward Spiral Entertainment, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California

(State or country under the law of which it is incorporated)

3. 95-4562146

(FEI number, if applicable)

4. 1-25-96

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1-1-04

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 400 N. Missouri Avenue, Clearwater, Florida 33755

(Principal office address)

249 N. Brand Bl. #316, Glendale, CA 91203

(Current mailing address)

8. Entertainment

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Kelly Yagemann

Office Address: 400 N. Missouri Avenue

Clearwater

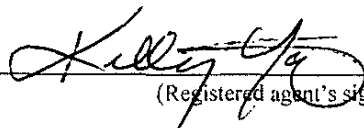
(City)

, Florida 33755

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: David Pomeranz

Address: 400 N. Missouri Avenue, Clearwater, Florida 33755

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Kelly Yagemann

Address: 400 N. Missouri Avenue, Clearwater, Florida 33755

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: David Pomeranz

Address: 400 N. Missouri Avenue, Clearwater, Florida 33755

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Kelly Yagemann

Address: 400 N. Missouri Avenue, Clearwater, Florida 33755

Treasurer: Kelly Yagemann

Address: 400 N. Missouri Avenue, Clearwater, Florida 33755

**NOTE:** If necessary, you may attach an Addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. David Pomeranz, Director

(Typed or printed name and capacity of person signing application)

**State of California**  
**Secretary of State**

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**CERTIFICATE OF STATUS  
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **25th day of January, 1996**, **UPWARD SPIRAL ENTERTAINMENT, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

**IN WITNESS WHEREOF**, I execute  
this certificate and affix the Great Seal  
of the State of California this day of  
December 2, 2006.



**BRUCE McPHERSON**  
Secretary of State