

F09000001789

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(City/State/Zip/Phone #)

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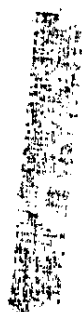
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2010 JUN 15 AM 9:01

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HARRIS CRAMER LLP

Attorneys At Law



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www.harriscramer.com

Brian S. Bernstein, Esq.
bbernstein@harriscramer.com

June 14, 2010

VIA FEDEX

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

Re: Money4Gold Holdings, Inc. / Name Change

Dear Sir or Madam:

Enclosed you will find the following documents to be filed with the Florida Department of Corporations to effectuate the name change of Money4Gold Holdings, Inc., a Delaware corporation with authority to transact business in the State of Florida, to Upstream Worldwide, Inc.:

1. Completed cover letter;
2. Executed Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
3. Certified Copy of the filed Certificate of Amendment to Certificate of Incorporation of Money4Gold Holdings, Inc. changing its name to Upstream Worldwide, Inc. filed with the State of Delaware on June 11, 2010; and
4. A check made payable to the Florida Department of State in the amount of \$35.00 to cover the filing fee.

If you should have any questions regarding anything contained herein, please do not hesitate to contact me or my assistant, Dorothy F. Markowski, at the above number.

Very truly yours,

Brian S. Bernstein

BB/dfm

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Money4Gold Holdings, Inc.
Name of Corporation

DOCUMENT NUMBER: F09000001789

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian S. Bernstein, Esq.

Name of Contact Person

Harris Cramer LLP

Firm/Company

1555 Palm Beach Lakes Blvd., Ste. 310

Address

West Palm Beach, FL 33401

City/State and Zip Code

dmarkowski@harriscramer.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brian S. Bernstein, Esq.

Name of Contact Person

at (561)

478-7077

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F09000001789

(Document number of corporation (if known))

1. Money4Gold Holdings, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. DE
(Incorporated under laws of)

3. July 1, 2008
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 11, 2010

5. Upstream Worldwide, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Daniel Brauser
(Typed or printed name of person signing)

Chief Financial Officer
(Title of person signing)

Delaware

PAGE 1

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 AMENDMENT OF "MONEY4GOLD HOLDINGS, INC.", CHANGING ITS NAME FROM "MONEY4GOLD HOLDINGS, INC." TO "UPSTREAM WORLDWIDE, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JUNE, A.D. 2010, AT 1:05 O'CLOCK P.M.

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

3728838 8100

100649801

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8050316

DATE: 06-11-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:05 PM 06/11/2010
FILED 01:05 PM 06/11/2010
SRV 100649801 - 3728838 FILE

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF MONEY4GOLD HOLDINGS, INC.**

Money4Gold Holdings, Inc. (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"), hereby certifies as follows:

1. The Company was incorporated by the filing of a Certificate of Incorporation with the Secretary of State of Delaware on November 18, 2003.

2. Pursuant to Sections 242 and 228 of the Delaware General Corporation Law, the amendment herein set forth has been duly approved by the Board of Directors and holders of a majority of the outstanding capital stock of the Company.

3. Article FIRST of the Certificate of Incorporation is amended to read as follows:

The name of the Corporation is: Upstream Worldwide, Inc.

4. This Certificate of Amendment to Certificate of Incorporation was duly adopted and approved by the shareholders of this Company on the 6th day of January 2010 in accordance with Section 242(b) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Incorporation as of the 11 day of June 2010.

MONEY4GOLD HOLDINGS, INC.

By: 

Daniel Brauser,
Chief Financial Officer