

F090000001789

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
UPSTREAM WORLDWIDE, INC.**

Certificate of Status	0
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Page Count	03
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2012 JUL 31 AM 8:08

TO ACHIEVE
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12 JUL 31 PM 4:38
DIVISION OF CORPORATIONS



August 1, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UPSTREAM WORLDWIDE, INC.
701 E. BROWARD BLVD.
FORT LAUDERDALE, FL 33301

SUBJECT: UPSTREAM WORLDWIDE, INC.
REF: F09000001789

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H12000193980
Letter Number: 712A00020070

*Irene,
Can we pls keep
the original submission
date?
Thank you!
- Kristine*

RECEIVED
2012 AUG -2 AM 8:13
TO AGENCY OF FILING
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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. UPSTREAM WORLDWIDE, INC.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 05/01/2009
(Incorporated under laws of) (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? 07/23/2012

5. USELL.COM, 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 to the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kristine Roy

(Typed or printed name of person signing)

Attorney-in-Fact

(Title of person signing)

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "UPSTREAM WORLDWIDE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "USELL.COM, INC.", THE TWENTY-THIRD DAY OF JULY, A.D. 2012, AT 3:55 O'CLOCK P.M.



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9751559

DATE: 08-01-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:59 PM 07/23/2012
FILED 03:55 PM 07/23/2012
SRV 120862032 - 3728838 FILE

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF UPSTREAM WORLDWIDE, INC.**

Upstream Worldwide, 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 deleted and replaced by the following:

FIRST: The name of this corporation shall be: usell.com, Inc.

4. This Certificate of Amendment to Certificate of Incorporation was duly adopted and approved by the shareholders of the Company on the 20th day of April, 2011 in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Incorporation as of the 23rd day of July, 2012.

UPSTREAM WORLDWIDE, INC.

By 
Michael Brachfeld
Chief Financial Officer