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(City/State/Zip/Phone #)

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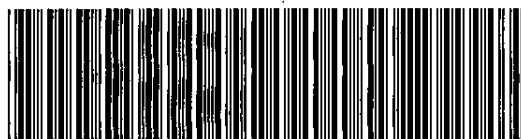
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. Shivers OCT 06 2010

# HARRIS CRAMER LLP

Attorneys At Law



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[www.harriscramer.com](http://www.harriscramer.com)

Dorothy F. Markowski, Legal Assistant  
dmarkowski@harriscramer.com

October 4, 2010

## VIA FEDEX

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

**Re: Upstream Phone Company USA, Inc.**

Dear Sir or Madam:

Enclosed please find the following:

1. Cover Letter to Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") for Upstream Phone Company USA, Inc. (the "Company");
2. The original executed Application executed by the Company and the Registered Agent;
3. Delaware Division of Corporations Certificate of Good Standing for the Company dated October 4, 2010; and
4. The Company's check in the amount of \$78.75 made payable to Florida Department of State to cover the filing fee and certified copy fee.

If you should have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

Dorothy F. Markowski  
Legal Assistant

Enclosures

cc: Mr. Michael Brachfeld (via email w/enclosures)

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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Upstream Phone Company USA, 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," or "Certificate of Good Standing" 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:

Dorothy F. Markowski, Legal Assistant

Name of Person

Harris Cramer LLP

Firm/Company

1555 Palm Beach Lakes Blvd., Suite 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:

Dorothy F. Markowski, Legal Assistant at (561) 478-7077

Name of Person

Area Code & Daytime Telephone Number

### STREET/COURIER ADDRESS:

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

### MAILING ADDRESS:

New Filing 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

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**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.*

1. Upstream Phone Company USA, 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. Delaware

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

3. 27-3562110

(FEI number, if applicable)

4. September 17, 2010

(Date of incorporation)

5. Perpetual

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

6. September 17, 2010

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

7. 200 E. Broward Blvd., Suite 1200, Ft. Lauderdale, FL 33301

(Principal office address)

200 E. Broward Blvd., Suite 1200, Ft. Lauderdale, FL 33301

(Current mailing address)

Any lawful act or activity for which corporations may be

8. organized under the Delaware General Corporation Law.

(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: Harris Cramer LLP

Office Address: 1555 Palm Beach Lakes Blvd, Suite 310

West Palm Beach

(City)

, Florida 33401

(Zip code)

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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.*

Harris Cramer LLP by Michael Harris, P.A., Its Partner

By: \_\_\_\_\_

(Registered agent's signature) Michael D. Harris, President

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:

**A. DIRECTORS**

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

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

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

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

Director: Daniel Brauser

Address: 200 E. Broward Blvd., Suite 1200, Fort Lauderdale, FL 33301

Director: Douglas Feirstein

Address: 200 E. Broward Blvd., Suite 1200, Fort Lauderdale, FL 33301

**B. OFFICERS**

President: Daniel Brauser

Address: 200 E. Broward Blvd., Suite 1200, Fort Lauderdale, FL 33301

~~XXXXXX~~ Vice President: Chief Executive Officer: Douglas Feirstein

Address: 200 E. Broward Blvd., Suite 1200, Fort Lauderdale, FL 33301

Secretary: Douglas Feirstein

Address: 200 E. Broward Blvd., Suite 1200, Fort Lauderdale, FL 33301

Treasurer: Daniel Brauser

Address: 200 E. Broward Blvd., Suite 1200, Fort Lauderdale, FL 33301

**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. Daniel Brauser, Director

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

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPSTREAM PHONE COMPANY USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UPSTREAM PHONE COMPANY USA, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8266967

DATE: 10-04-10