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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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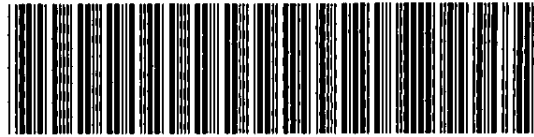
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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8/22/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 772085 4500665

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 21, 2013

ORDER TIME : 3:32 PM

ORDER NO. : 772085-005

CUSTOMER NO: 4500665

FOREIGN FILINGS

NAME: SPORTSMEM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

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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. SportsMem, 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 3. 46-3461512
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 15, 2013 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 5245 Commonwealth Avenue, Jacksonville, FL 32254
(Principal office address)
5245 Commonwealth Avenue, Jacksonville, FL 32254
(Current mailing address)

8. Online retailing of sports and entertainment memorabilia
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

By: Sue G. Knight Sue G. Knight
(Registered agent's signature) **tant Vice 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.

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

A. DIRECTORS

Director: Alan Trager
Address: 5245 Commonwealth Avenue, Jacksonville, FL 32254

Director: Brent Trager
Address: 5245 Commonwealth Avenue, Jacksonville, FL 32254

Director: Thomas Baumin
Address: 5245 Commonwealth Avenue, Jacksonville, FL 32254

Director: _____
Address: _____

B. OFFICERS

President: Ross Tannenbaum
Address: 5245 Commonwealth Avenue, Jacksonville, FL 32254

Chief Executive Officer: Alan Trager
Address: 5245 Commonwealth Avenue, Jacksonville, FL 32254

Secretary: Caren Yeamans
Address: 5245 Commonwealth Avenue, Jacksonville, FL 32254

CFO & Treasurer: Thomas Baumin
Address: 5245 Commonwealth Avenue, Jacksonville, FL 32254

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

13. TLG JLR
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Thomas Baumin, CFO
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

Name of corporation : SportsMem, Inc.

12.B. OFFICERS (continued)

Chief Operating Officer: Brent Trager

Address: 5245 Commonwealth Avenue, Jacksonville, FL 32254

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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 "SPORTSMEM, 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 TWENTY-FIRST DAY OF AUGUST, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPORTSMEM, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF AUGUST, A.D. 2013.

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

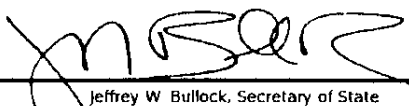
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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0681356

DATE: 08-21-13