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DIVISION OF CORPORATE AFFAIRS
15 MAY 29 AM 10:42
TO ADMINISTRATIVE
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DATE: 5/29/15

NAME: UPWORK INC

TYPE OF FILING: APPLICATION

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



**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. Upwork Inc.

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

Upwork Global Inc.

(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. 46-4337682

(FEI number, if applicable)

4. 12/13/13

(Date of incorporation)

5. Perpetual

(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. 441 Logue Ave., Mountain View, CA 94043

(Principal office address)

441 Logue Ave., Mountain View, CA 94043

(Current mailing address)

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

Name: Registered Agent Solutions, Inc.

Office Address: 155 Office Plaza Dr. Suite A

Tallahassee

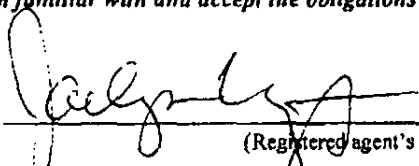
(City)

, Florida 32301

(Zip code)

9. 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.



Jaclyn Wright, Asst. Secretary

(Registered agent's signature)

10. 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.

15 MAY 29 AM 8:40

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

A. DIRECTORS

Chairman: Thomas Layton

Address: c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

Vice Chairman: N/A

Address: _____

Director: Kevin Harvey

Address: c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

Director: Stephane Kasriel

Address: c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

B. OFFICERS

President: Stephane Kasriel

Address: c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

Vice President: Michael Culver

Address: c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

Secretary: Brian Levey

Address: c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

Treasurer: Michael Culver, Assistant Treasurer

Address: c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

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

12. _____

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.

13. Brian Levey, Secretary and General Counsel

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

11. Additional Directors

Greg Gretschi
c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

Elizabeth Nelson
c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

Daniel Marriott
c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

Fabio Rosati
c/o Upwork Inc., 441 Logue Ave., Mountain View, CA 94043

Delaware

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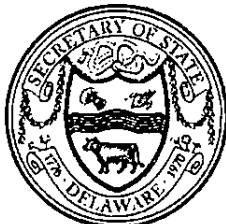
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPWORK 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-EIGHTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UPWORK INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

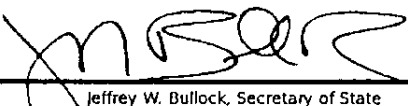
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2414369

DATE: 05-28-15