

F-15000003664

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(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 20 2015  
S. YOUNG

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT: Application by Foreign Corporation for Authorization to Transact Business In Florida, Filed on Behalf of:**

LiveSplice Media, Inc.

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:

Francis X. Taney, Jr.

Name of Person

Taney Legal, LLC

Firm/Company

110 Simi Court

Address

Cherry Hill, NJ 08003

City/State and Zip code

frank.taney@taneylegal.com

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

For further information concerning this matter, please call:

Francis X. Taney, Jr.

at ( 215) 514-8736

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

X \$70.00 Filing Fee r \$78.75 Filing Fee &  
Certificate of Status

r \$78.75 Filing Fee & r \$87.50 Filing Fee,  
Certified Copy 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. LIVESPLICE MEDIA, 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. 47-3419894

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

(FEI number, if applicable)

4. November 10, 2014

5. Perpetual

(Date of incorporation)

(Date of duration, if other than perpetual)

6. N/A/

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

7. 1210 NE 39th Ave., Homestead, FL 33033

(Principal office address)

(Current mailing address, if different)

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

Name: Ian M. Tepoot

Office Address: 1210 NE 39th Ave

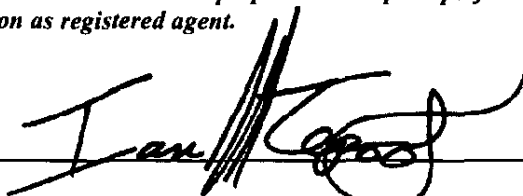
Homestead

, Florida 33033  
(City)

(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.



(Registered agent's signature)

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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.

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

**A. DIRECTORS**

Chairman: Alexander Torres

Address: 12283 SW 28th Ter.

Miami, FL 33175

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

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

Director: Ian Michael Tepoot

Address: 1210 NE 39th Ave.

Homestead, FL 33033

Director: Fred Fuchs

Address: 10119 Holly Springs Drive

Houston, TX 77042

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**B. OFFICERS**

President: \_\_\_\_\_

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

**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 11 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. Ian Michael Tepoot, Director (Founding Partner)

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

# 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 INCORPORATION OF "LIVESPLICE MEDIA, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 2014, AT 2:42 O'CLOCK P.M.

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15 AUG 11 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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151134019

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: 2619613

DATE: 08-05-15

**STATE of DELAWARE**  
**CERTIFICATE of INCORPORATION**  
**A STOCK CORPORATION**  
(WITH DIRECTORS LIABILITY)

1. The name of the corporation shall be LiveSplice Media, Inc.
2. Its registered office in the State of Delaware is located at 1521 Concord Pike, #303  
In the city of Wilmington County of Newcastle  
Zip Code 19803 and its Registered Agent at such address is  
A Registered Agent, Inc.
3. The purpose or purposes of the corporation shall be: Technology commercialization
4. The total number of shares and par value of stock which the corporation shall be authorized to issue is: 5,000 shares, no par value
5. The powers, preferences and rights and the qualifications, limitations or restrictions thereof shall be determined by the board of directors.
6. The name and address of the incorporator is as follows:  
Francis X. Taney, Jr., Taney Legal LLC, 110 Simi Court, Cherry Hill, NJ 08003
7. The Board of Directors shall have the power to adopt, amend or repeal by by-laws.
8. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named,  
has executed signed and acknowledged this certificate of incorporation this 10th day of  
November, 2014.

BY: 

(Incorporator)

NAME: Francis X. Taney, Jr.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:42 PM 11/10/2014  
FILED 02:42 PM 11/10/2014  
SRV 141391298 - 5640368 FILE

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