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15 SEP 15 PM 2:52

SEP 16 2016

S. YOUNG

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Digital Pelican - Jop 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:

Steven Rosenthal

Name of Person

Marx Rosenthal PLLC

Firm/Company

One Southeast Third Avenue, Suite 2900

Address

Miami, FL 33131

City/State and Zip code

steve@marxrosenthal.com

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

For further information concerning this matter, please call:

Steve Rosenthal

at (786) 378-8121

Name of Person

Area Code

Daytime Telephone Number

### 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:

- ☒ \$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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11. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Canel Frichet, CEO

Address: 350 Lincoln Road  
Miami Beach, FL 33139

Vice Chairman: Sebastian Lombardo, CFO

Address: 350 Lincoln Road  
Miami Beach, FL 33139

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: Canel Frichet

Address: 350 Lincoln Road  
Miami Beach, FL 33139

Vice President: Sebastian Lombardo

Address: 350 Lincoln Road  
Miami Beach, FL 33139

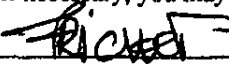
Secretary: Canel Frichet

Address: 350 Lincoln Road, Miami Beach, FL 33139

Treasurer: Sebastian Lombardo

Address: 350 Lincoln Road, Miami Beach, FL 33139

**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. Canel Frichet

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

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STATE  
SECRETARY OF  
TALLAHASSEE, FLORIDA  
13 SEP 5 PM 2:52

**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.*

Digital Pelican - Jop Inc.

1. \_\_\_\_\_  
(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. 81-3721394  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 8, 2016 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than 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. 350 Lincoln Road, Miami Beach, FL 33139  
(Principal office address)

(Current mailing address, if different)

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

Name: Steven Rosenthal

Office Address: One Southeast Third Avenue, Suite 2900

Miami, FL 33131  
(City) , Florida (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)

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.

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TALLAHASSEE, FLORIDA  
16 SEP 15 PM 2:52

# Delaware

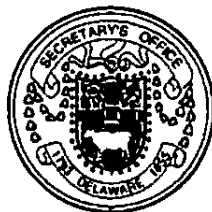
The First State

Page 1

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 CONVERSION OF A FLORIDA LIMITED LIABILITY COMPANY UNDER THE NAME OF "DIGITAL PELICAN LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "DIGITAL PELICAN LLC" TO "DIGITAL PELICAN - JOP INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 2016, AT 12:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 SEP 15 PM 2:52



6118300 8100F  
SR# 20165264825

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: 202789302  
Date: 08-08-16

**CERTIFICATE OF CONVERSION**  
**FROM A FOREIGN LIMITED LIABILITY COMPANY**  
**TO**  
**A DELAWARE CORPORATION**

The undersigned, for the purpose of converting a foreign limited liability company to a Delaware corporation pursuant to Section 265 of the Delaware General Corporation Law, hereby certifies on behalf of Digital Pelican LLC, a Florida limited liability company ("Digital Pelican Florida"), as follows:

1. The jurisdiction where Digital Pelican Florida first formed is Florida.
2. The date Digital Pelican Florida was first formed is February 17, 2015.
3. The name of Digital Pelican Florida immediately prior to filing this Certificate of Conversion is Digital Pelican LLC and such entity is a Florida limited liability company as of immediately prior to the filing of this Certificate of Conversion.
4. The name of Digital Pelican Florida after conversion as set forth in its Certificate of Incorporation is Digital Pelican - JOP Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 5 day of August, 2016.

/s/ Canel Frichet  
Canel Frichet  
Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "DIGITAL PELICAN - JOP INC." FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 2016, AT 12:59 O'CLOCK P.M.

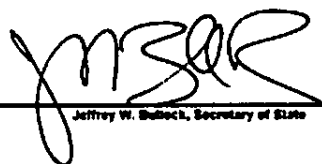
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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6118300 8100F  
SR# 20165264825

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: 202789302  
Date: 08-08-16

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:59 PM 08/08/2016  
FILED 12:59 PM 08/08/2016  
SR 20165264825 - File Number 6118300

**DIGITAL PELICAN - JOP INC.**

**CERTIFICATE OF INCORPORATION**

**ARTICLE I**

The name of the corporation is Digital Pelican - JOP Inc. (the "Company").

**ARTICLE II**

The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

**ARTICLE IV**

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 50,000,000 with par value of \$0.00001 per share.

**ARTICLE V**

The name and mailing address of the incorporator are as follows:

Canel Frichet  
350 Lincoln Rd  
Miami, FL 33139

**ARTICLE VI**

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

**ARTICLE VII**

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

**ARTICLE VIII**

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be

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WILMINGTON, DELAWARE  
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eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE IX

Subject to any provisions in the bylaws of the Company related to indemnification of directors or officers of the Company, the Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the Delaware General Corporation Law, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

A right to indemnification or to advancement of expenses arising under a provision of this Certificate of Incorporation or a bylaw of the Company shall not be eliminated or impaired by an amendment to this Certificate of Incorporation or the bylaws of the Company after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

## ARTICLE X

Except as provided in Article VIII and Article IX above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

*(signature page follows)*

I, the undersigned, as the sole incorporator of the Company, have signed this Certificate of Incorporation on August 5, 2016.

/s/ Canel Frichet  
Canel Frichet, Incorporator

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