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16 NOV - 8 PM 4:18

2016 NOV - 8 A 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

S Warren
NOV 09 2016

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 332851 7527548

AUTHORIZATION :

COST LIMIT : \$70.00

ORDER DATE : October 17, 2016

ORDER TIME : 3:42 PM

ORDER NO. : 332851-010

CUSTOMER NO: 7527548

FOREIGN FILINGS

NAME: SKOOLLIVE, 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: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SkoolLive, 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:

Stephen C. Grebing, Esq.

Name of Person

Wingert, Grebing, Brubaker & Juskie, LLP

Firm/Company

600 W. Broadway, 12th Floor

Address

San Diego, CA 92101

City/State and Zip code

sgrebing@wingertlaw.com

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

For further information concerning this matter, please call:

Stephen Grebing

Name of Person

at (619) 232-8151

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:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|

2245 Camino Vida Roble
Carlsbad, Ca 92011
Tel: (858) 435-7700
Fax: (310) 405-0487
www.skoollive.com



10/28/16

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

By way of introduction, I am the president and CEO of Skoollive. Through counsel, we recently attempted to register Skoollive, Inc. with the State of Florida. Unfortunately, we were unable to register the corporation because Skoollive, LLC is already in existence in Florida. Skoollive, LLC was the name of our company prior to its incorporation in Delaware.

Per counsel's conversation with a representative at the Florida Department of State – Division of Corporations, it is my understanding that Skoollive LLC became inactive on September 23, 2016. Accordingly, I am writing to let you know we have no intention of reenacting Skoollive, LLC and would like to register Skoollive, Inc. as a corporation.

Thank you.

Best regards,

George Bruton
President and CEO of Skoollive

FILED

2016 OCT - 8 A 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Skoollive, 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. _____

(FEI number, if applicable)

4. 01/18/2016

(Date of incorporation)

5. 10 years

(Date of duration, if other than perpetual)

6. 06/01/2016

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

7. 929 Poinsettia, #102 Vista, CA 92081

(Principal office address)

(Current mailing address, if different)

8. 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)

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)

Melissa Zender
Asst. Vice President

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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2016 NOV - 8 A 8:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: George Bruton

Address: 929 Poinsettia, #102 Vista, CA 92081

Vice Chairman: _____

Address: _____

Director: Mathew Michaelson

Address: 929 Poinsettia, #102, Vista, CA 92081

Director: _____

Address: _____

B. OFFICERS

President: George Bruton

Address: 929 Poinsettia, #102 Vista, CA 92081

Vice President: _____

Address: _____

Secretary: George Bruton

Address: 929 Poinsettia, #102 Vista, CA 92081

Treasurer: Matthew Michaelson

Address: 929 Poinsettia, #102 Vista, CA 92081

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. GEORGE BRUTON

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

FILED
2018 NOV - 8 A 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SKOOLLIVE, 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 SEVENTEENTH DAY OF OCTOBER, A.D. 2016.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SKOOLLIVE, INC." WAS INCORPORATED ON THE EIGHTH DAY OF JANUARY, A.D. 2016.

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



5942081 8300

SR# 20166238246

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203173400

Date: 10-17-16