

F18000003995

(Requestor's Name)

(Address)

(Address)

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O. SIMMONS

AUG 2 2015

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

ACCOUNT NO. : I20000000195

REFERENCE : 365225 4375305

AUTHORIZATION :

COST LIMIT : \$ 70,000



ORDER DATE : August 27, 2018

ORDER TIME : 2:34 PM

ORDER NO. : 365225-005

CUSTOMER NO: 4375305

FOREIGN FILINGS

NAME: SCHOOL PASS LIVE! CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft -- EXT# 62925

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations
School Pass Live! Corporation

SUBJECT: _____
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:
Jessica Rodrigues

Name of Person
Foley & Lardner LLP

Firm/Company
111 Huntington Ave, Suite 2500

Address
Boston, MA 02199

City/State and Zip code
jrodrigues@foley.com

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

For further information concerning this matter, please call:

Jessica Rodrigues 617 502-3270

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:

- | | | | |
|---|--|---|---|
| <input 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 |
|---|--|---|---|

**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.*

School Pass Live! Corporation

1. _____
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
2. _____ 3. _____
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
Delaware 61-1896210
(State or country under the law of which it is incorporated) (FEI number, if applicable)
July 10, 2018
4. _____ 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)
Upon filing
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
2761 NW 172nd Ter, Miami Gardens, FL 33056
7. _____
(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 32301
_____, Florida _____
(City) (Zip code)

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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.

Corporation Service Company

By: _____

Emily Croft
(Registered agent's signature)

Emily Croft
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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

Willie James Gant III

President: _____

2761 NW 172nd Ter, Miami Gardens, FL 33056

Address: _____

Willie James Gant III

Vice President: _____

2761 NW 172nd Ter, Miami Gardens, FL 33056

Address: _____

Willie James Gant III

Secretary: _____

2761 NW 172nd Ter, Miami Gardens, FL 33056

Address: _____

Willie James Gant III

Treasurer: _____

2761 NW 172nd Ter, Miami Gardens, FL 33056

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 § 817.155, F.S.

Willie James Gant III, President

3.

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

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCHOOL PASS LIVE! CORPORATION" 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-SEVENTH DAY OF AUGUST, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCHOOL PASS LIVE! CORPORATION" WAS INCORPORATED ON THE TENTH DAY OF JULY, A.D. 2018.

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



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.

6969808 8300

SR# 20186375292

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

Authentication: 203319636

Date: 08-27-18