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2020 MAR 11 PM 12:53

2020 MAR 11 AM 10:53

SBF
3/12/20

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

ACCOUNT NO. : I20000000195

REFERENCE : 193366 8122388

AUTHORIZATION

COST LIMIT \$ 70.00

ORDER DATE : February 26, 2020

ORDER TIME : 9:58 AM

ORDER NO. : 193366-010

CUSTOMER NO: 8122388

FOREIGN FILINGS

NAME: UPSOLUT SPORTS AMERICA 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: Kadesha Roberson -- EXT#

EXAMINER: _____

2020/02/11 PM 12:53

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Upsolut Sports America 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:

Tobias F. Ziegler, Esq.

Name of Person

Bressler, Amery & Ross, P.C.

Firm/Company

17 State Street, 34th Floor

Address

New York, NY 10004

City/State and Zip code

tziegler@bressler.com

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

For further information concerning this matter, please call:

Tobias F. Ziegler, Esq.

at (212)

425-9300

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☒ \$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

2020 MAR 11 PM 12:55

**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. Upsolut Sports America 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. 61-1904608

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 26, 2018

5. (Date of duration, if other than perpetual)

(Date of incorporation)

6.

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

7. 64 Allen Street, 2nd Floor, New York, NY 10002

(Principal office street 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

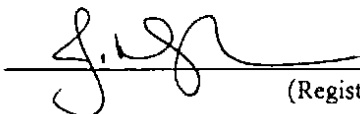
Tallahassee, Florida 32301

(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.

Jennifer M. McCullough - Asst. VP



(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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

2020 Nov 11 PM 12:55

A. DIRECTORS

☐ Chairman Name: Christian Toetzke
☐ Vice Chairman Address: 64 Allen Street, 2nd Floor
☒ Director New York, NY 10002
☒ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Moritz Fürste
☐ Vice Chairman Address: 64 Allen Street, 2nd Floor
☒ Director New York, NY 10002
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Dr. Michael Trautmann
☐ Vice Chairman Address: 64 Allen Street, 2nd Floor
☒ Director New York, NY 10002
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Tobias F. Ziegler, Esq.
☐ Vice Chairman Address: Bressler, Amery & Ross, P.C.
☐ Director 17 State Street, 34th Floor
☐ President New York, NY 10004
☐ Vice President _____
☒ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. Tobias F. Ziegler
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. Tobias F. Ziegler, Esq., Secretary
(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 "UPSOLUT SPORTS AMERICA 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 SIXTH DAY OF MARCH, A.D. 2020.

2020 MAR 11 P.112:55




Jeffrey W. Bullock, Secretary of State

7075071 8300

SR# 20201971614

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

Authentication: 202536863

Date: 03-06-20