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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

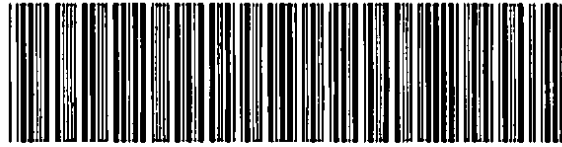
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U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TERRABOOST MEDIA, 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:

Randy Davenport

Name of Person

Firm/Company

411 Walnut St #10697

Address

Green Cove Springs, FL 32043

City/State and Zip code

brian@terraboost.biz

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

For further information concerning this matter, please call:

Randy Davenport

at (404) 683-0066

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

**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. TERRABOOST 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MAY 12, 2020 5. PERPETUAL
(Date of incorporation) (Date of duration, if other than perpetual)
6. JULY 1, 2020
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 3109 Grand Ave #300, Miami, FL 33133
(Principal office street address)
- _____
(Current mailing address, if different)

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

Name: BRIAN L MORRISON


Office Address: 3109 Grand Ave #300

MIAMI, Florida 33133
(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.



(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]:

A. DIRECTORS

☐ Chairman Name: BRIAN L MORRISON
☐ Vice Chairman Address: 3109 Grand Ave #300
☒ Director Miami, FL 33133
☒ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

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

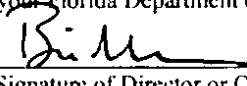
☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: BRETT MORRISON
☐ Vice Chairman Address: 3109 Grand Ave #300
☒ Director Miami, FL 33133
☐ President _____
☐ Vice President _____
☒ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ 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. 
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.

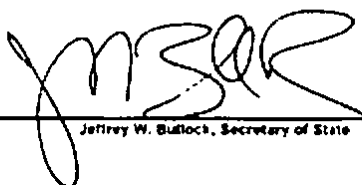
13. BRIAN L MORRISON, DIRECTOR
(Typed or printed name and capacity of person signing application)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "TERRABOOST MEDIA, 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 TWELFTH DAY OF MAY, A.D. 2020.


Jeffrey W. Bullock, Secretary of State

7968122 8300

SR# 20203783995

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

Authentication: 202920793

Date: 05-12-20

STATE of DELAWARE
CERTIFICATE of INCORPORATION
Of
TERRABOOST MEDIA, INC.

First: The name of this corporation is TERRABOOST MEDIA, INC. (hereinafter, the "Corporation").

Second: The address of the Corporation's registered office in the State of Delaware is located at 8 The Green, Suite A, Dover, Delaware 19901 (Kent County). The name of its registered agent at such address is A Registered Agent, Inc.

Third: The nature of business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The total amount of stock the Corporation is authorized to issue is five thousand (5,000) shares of capital stock, all of which shall be designated Common Stock with \$0.01000 par value. Shares of Common Stock may be issued in one or more series from time to time pursuant to a resolution or resolutions providing for such issue adopted by the Board of Directors. The Board of Directors is further authorized to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations and restrictions thereof, of the shares of each series of Common Stock and the number of shares constituting any such series and the designation thereof, or any of the foregoing. The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of a series of Common Stock, the number of which was fixed by the Board of Directors, subsequent to the issuance of shares of such series then outstanding, subject to the designations, powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. Upon any issuance of series of Common Stock and/or Preferred Stock, either this Certificate of Incorporation shall be amended or restated or a Certificate of Designations shall be filed as required by the General Corporation Law of Delaware.

Fifth: The incorporator of the Corporation is Randy Davenport, and his mailing address is 411 Walnut Street # 10697, Green Cove Springs, FL 32043-3443.

Sixth: The affairs of the Corporation shall be governed by a Board of Directors, which shall consist of not less than one (1) nor more than nine (9) members. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is evidenced by a written consent to such action describing the action and signed by all Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation except for powers and acts expressly reserved for the Stockholders by the General Corporation Law of Delaware or this Certificate except as limited by the Bylaws.

Seventh: Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Corporation.

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

Ninth: The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation. Any repeal or modification of the foregoing provisions of this Article Ninth shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Tenth: Meetings of Stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device, or method provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records. When records are kept in such manner, a clearly legible paper form produced from or by means of the information storage device or method shall be admissible in evidence and accepted for all other purposes to the same extent as an original paper record of the same information would have been, provided the paper form accurately portrays the record.

I, the Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 12th day of May 2020, A.D.


Randy Davenport, Incorporator



May 12, 2020

Delaware Secretary of State
Division of Corporations
John G. Townsend Bldg.
401 Federal Street, Suite 4
Dover, DE 19901

Re: Consent to Use Name

Dear Madam or Sir:

The undersigned, TERRABOOST MEDIA, LLC, a Delaware limited liability company (File #4391860), hereby gives permission and consent for the corporation to be formed this date by Randy Davenport to be formed as a Delaware corporation using the name "TERRABOOST MEDIA, INC." and to use such name for all business purposes within and without the State of Delaware.

Sincerely,
TERRABOOST MEDIA, LLC
By: Upgrade Capital, LLC

By: 
Brian Morrison, Manager