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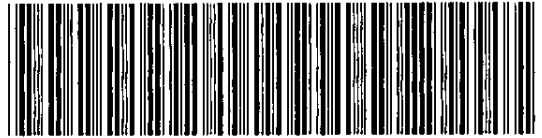
(Business Entity Name)

(Document Number)

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16 MAR 29 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 30 2016

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CT Corporation System

515 E Park Avenue, Tallahassee, FL, 32301 850-222-1092

The Upside Travel Company, LLC

☐ Nonprofit☐ Foreign☐ Amendment☐ Merger☐ Limited Partnership☒ LLC**Formation**☐ Dissolution/Withdrawal☐ Reinstatement☐ Mark☐ Annual Report☐ Other☐ Name Registration☐ Certified Copy☐ Fictitious Name☐ UCC☐ Call When Ready☐ CUS☒ Walk In☐ Photocopies☐ Mail Out☐ After 4:30☐ Call If Problem☒ Pick Up☐ Will Wait

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA**

**IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:**

1. The Upside Travel Company, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

N/A

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Do

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 32-0488731

(FEI number, if applicable)

4. Upon Qualification

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 1602 L Street NW, 2nd Floor

Washington, D.C. 20036

(Street Address of Principal Office)

6. same as above

(Mailing Address)

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

Name: CT Corporation

Office Address: 1200 S Pine Island Rd

Plantation, Florida 33324

(City)

(Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Jordan Brown Assistant Secretary

(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Jay Scott Walker - Chairman - 1602 L Street NW, 2nd Floor, Washington D.C. 20036

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Jay Scott Walker
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.

Jay Scott Walker

Typed or printed name of signer

16 MAR 29 AM 10:00
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 "THE UPSIDE TRAVEL COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2016.

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


FILED
16 MAR 29 AM 10:26
SECRETARY OF STATE
TALAMASSEE, FLORIDA



5989292 8300

SR# 20161921264

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


Jeffrey W. Bullock, Secretary of State

Authentication: 202054352

Date: 03-28-16