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TALLAHASSEE, FLORIDA



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: 2/12/2018

Account#: 1200000000088

Name: Merritt Knickle

Reference #: D313631

Entity Name: VERTICAL BRIDGE S3 ASSETS, LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$125

Signature: WVK

✪ CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
800.221.0102
+1.212.947.7200

✪ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTERED NO: 1401072
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✪ ASIA PACIFIC HQ
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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. Vertical Bridge S3 Assets, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "LLC.")
- (If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "LLC," or "LLC.")
2. Delaware 3. 82-4285317
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)
5. 750 Park of Commerce Drive, Suite 200 6. 750 Park of Commerce Drive, Suite 200
(Street Address of Principal Office) (Mailing Address)
Boca Raton, FL Boca Raton, FL
33487 33487

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

Name: COGENCY GLOBAL INC.

Office Address: 115 North Calhoun Street, Suite 4
Tallahassee, Florida 32301
(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.

Kathleen Ballard, Asst. Sec.
(Registered agent's signature)

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

Title or Capacity:	Name and Address:	Title or Capacity:	Name and Address:
<u>SVP and General Council</u>	<u>Daniel Marinberg, Esq.</u> <u>750 Park of Commerce Drive, Suite 200</u> <u>Boca Raton, FL 33487</u>	<u>CEO</u>	<u>Alex Gellman</u> <u>750 Park of Commerce Drive, Suite 200</u> <u>Boca Raton, FL 33487</u>
<u>SVP</u>	<u>Bernard Borghai</u> <u>750 Park of Commerce Drive, Suite 200</u> <u>Boca Raton, FL 33487</u>		

(Use attachments if necessary)

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)

10. 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.

Daniel Marinberg, Esq.
Signature of an authorized person
Typed or printed name of signer

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TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERTICAL BRIDGE S3 ASSETS, 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 TWELFTH DAY OF FEBRUARY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VERTICAL BRIDGE S3 ASSETS, LLC" WAS FORMED ON THE FIRST DAY OF FEBRUARY, A.D. 2018.

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



6737369 8300

SR# 20180899120

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.

Jeffrey W. Bullock, Secretary of State

Authentication: 202130190

Date: 02-12-18