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**Foreign Limited Liability Company  
Upshot Fund II GP, LLC**

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June 29, 2018

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
CORPORATE CREATIONS INTERNATIONAL

SUBJECT: UPSHOT FUND II GP, LLC  
REF: W18000060356

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must insert the title or capacity of person(s) authorized to manage this limited liability company above the name(s) and address(es) listed. Such titles may include: Manager (MGR), Authorized Member (AMBR), Authorized Person (AP), or Authorized Representative (AR).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris  
Regulatory Specialist II

FAX Aud. #: H18000191662  
Letter Number: 218A00013579

# 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:

Upshot Fund II GP, LLC

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

2. Delaware

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

83-1057729

3. \_\_\_\_\_  
(FEL number, if applicable)

4. Not Applicable

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

5. 255 S. Orange Ave., Suite 720

Orlando, FL 32801

(Street Address of Principal Office)

6. 255 S. Orange Ave., Suite 720

Orlando, FL 32801

(Mailing Address)

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

Name: Raul Socarras, P.A.

Office Address: 255 S. Orange Ave., Suite 720

Orlando

(City)

Florida 32801

(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.

By: \_\_\_\_\_

(Registered agent's signature)

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

Raul Socarras - Manager

255 S. Orange Ave., Suite 720

Orlando, FL 32801

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)

Signature of 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.

Raul Socarras

Typed or printed name of signer

18 JUN 29 AM 8:14  
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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 "UPSHOT FUND II GP, 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 JUNE, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UPSHOT FUND II GP, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2018.

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



6949503 8300

SR# 20185418991

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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 in a small font.

Authentication: 202977630

Date: 06-28-18