

✓ SUPPLIER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MENS AGITAT MOLEM HOLDING

LIMITED

Signature _____

Requested by: BA

10/7/19

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

☒ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

☒ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MENS AGITAT MOLEM HOLDING LIMITED

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in

Please return all correspondence concerning this matter to the following:

JEFFREY NEMES

Name of Person

MENS AGITAT MOLEM HOLDING LIMITED

Firm/Company

90 N BRYAN ROAD

Address

DANIA BEACH, FL 33004

City/State and Zip Code

JNEMES66@GMAIL.COM

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

For further information concerning this matter, please call:

JEFFREY NEMES

561

329-7367

at ()

Name of Contact Person

Area Code

Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

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

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Cer
of Status & Certified Co

10/7/19 2:44 PM

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. MENS AGITAT MOLEM HOLDING LIMITED

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

MENS AGITAT MOLEM HOLDING LIMITED LIABILITY COMPANY

(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. BRITISH VIRGIN ISLANDS

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

3. (FEI number, if applicable)

4. OCTOBER 7, 2019

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

5. 90 N BRYAN ROAD

(Street Address of Principal Office)

6. 90 N BRYAN ROAD

(Mailing Address)

DANIA BEACH, FL 33004

DANIA BEACH, FL 33004

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

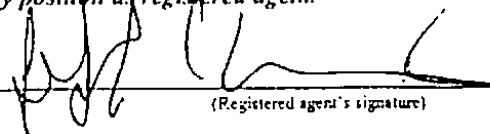
Name: JEFFREY NEMES

Office Address: 90 N BRYAN ROAD

DANIA BEACH, Florida 33004
(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 as 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)

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

19 OCT - 7 AM 9:45

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons au manage [up to six (6) total]:

Title or Capacity:Name and Address:

☐ Manager Name: MARCUS SCHUTZ
☐ Member Address: 90 N BRYAN ROAD
☐ Authorized DANIA BEACH, FL 33004
 Person _____
☒ Other PRESIDENT ☐ Other DIRECTOR

☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
 Person _____
☐ Other _____ ☐ Other _____

☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
 Person _____
☐ Other _____ ☐ Other _____

Title or Capacity:Name and Add

☒ Manager Name: JEFFREY NEMES
☐ Member Address: 90 N BRYAN ROAD
☒ Authorized DANIA BEACH, FL 33004
 Person _____
☐ Other _____ ☐ Other _____

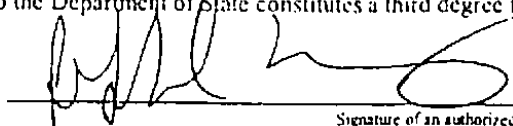
☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
 Person _____
☐ Other _____ ☐ Other _____

☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
 Person _____
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Not indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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


 Signature of an authorized person

JEFFREY NEMES

Typed or printed name of signer

**TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004**

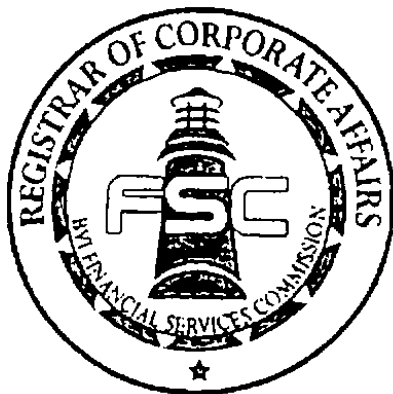
**CERTIFICATE OF GOOD STANDING
(SECTION 235)**

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES that, pursuant to the BVI Business Companies Act, 2004 at the date of this certificate, the

MENS AGITAT MOLEM HOLDING LIMITED

BVI COMPANY NUMBER: 2020049

1. Is on the Register of Companies;
2. Has paid all fees and penalties due under the Act;
3. Has not filed articles of merger or consolidation that have not become effective;
4. Has not filed articles of arrangement that have not yet become effective;
5. Is not in voluntary liquidation;
6. Is not in liquidation under the Insolvency Act, 2003;
7. Is not in receivership under the Insolvency Act, 2003;
8. Is not in administrative receivership; and
9. Proceedings to strike the name of the company off the Register of Companies have not been instituted.



[Signature]
REGISTRAR OF CORPORATE AFFAIRS

26th day of April

LETTER OF CONSENT TO ACT AS A DIRECTOR

MENS AGITAT MOLEM HOLDING LIMITED
Palm Grove House
P.O. Box 438
Road Town
Tortola
British Virgin Islands

Dear Sirs

CONSENT TO ACT AS A DIRECTOR

MENS AGITAT MOLEM HOLDING LIMITED is a company incorporated under the BVI Business Companies Act, (as amended, the "Act") on 15 August 2019, with company number 2020049 (the "Company").

TMF (B.V.I.) LTD. of Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands ("TMF") is the Company's registered agent.

Pursuant to section 112 of the Act, I hereby consent to act as a director of the Company with effect from August 2019 and to be bound by the Company's memorandum and articles of association.

I hereby certify that the following information is true and correct and that the Company and TMF may continue to rely on this information until I notify the Company/TMF in writing to the contrary:

Full Name of Director:	Marcus Ralph Kurt Schutz
Previous Names (if any):	
Nationality/Nationalities:	German
Date of Birth:	9 August 1973
Place of Birth:	Ludwigshafen am Rhein
Residential Address:	Jr Huancabamba, 1670 Torre C, Dpto 1202
Address for Services of Documents:	

TMF must maintain know-your-client due diligence information and documentation ("KYC") about me, to comply with British Virgin Islands' anti-money laundering and countering terrorist financing legislation. I understand this KYC must be provided to TMF and updated regularly. I hereby confirm and undertake that I will provide with all KYC it requests, in a timely manner.

Yours faithfully,



Marcus Ralph Kurt Schutz

Date: 15 August 2019

MENS AGITAT MOLEM HOLDING LIMITED

Company Number: 2020049

(the "Company")

FIRST WRITTEN RESOLUTIONS OF THE SOLE DIRECTOR OF THE COMPANY

In these resolutions (except where the context otherwise requires, or except where terms are defined herein and expressions shall have the same meanings assigned to them in the Company's memorandum and articles of association (the "Memorandum and Articles").

The undersigned, being the sole director of the Company (the "Directors"), acting by written consent without meeting pursuant to Clause 11.1 of the Memorandum and Regulation 20.10 of the Articles **HEREBY CONSENT** to the following resolutions:

1 IT IS NOTED THAT

1.1 Company Incorporation

The Company was incorporated as a BVI Business Company on 15 August 2019, pursuant to the BVI Business Companies Act, 2004 (as amended) (the "Act"). The British Virgin Islands' Registrar of Corporate Affairs (the "Registrar") has issued a certificate of incorporation and a copy of the Memorandum and Articles.

1.2 Registered Agent

The Company's registered agent is TMF (B.V.I.) LTD. of Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands (the "Registered Agent").

1.3 Registered Office

The Company's registered office is situated at Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands (the "Registered Office").

1.4 Company Seal

The Company proposes to approve and adopt a company seal (the "Seal"), which shall be maintained at the Registered Office.

1.5 Registered Agent and Registered Office Agreement

The Company proposes to enter into and approve the registered agent and registered office agreement between: (1) the Company; and (2) the Registered Agent (the "Agreement"), for the provision of registered agent and registered office services.

1.6 Appointment of First Directors

The Director has provided his consent to act as a director of the Company and pursuant to section 11 of the Act, the Registered Agent appointed: Marcus Ralph Kurt Schutz on 15 August 2019 as the first director of the Company.

1.7 Register of Directors

The Company proposes to maintain its register of directors, pursuant to section 118A of the Act (the "Register of Directors"), and to maintain the original Register of Directors at the Registered Office.

The Company proposes to instruct the Registered Agent to file a copy of the Register of Directors Registrar, pursuant to section 118B of the Act.

1.8 Register of Members

The Company proposes to maintain its register of members pursuant to section 41 of the Act (the "Register of Members"), and to maintain the original Register of Members at the Registered Office.

1.9 Register of Charges

The Company proposes to maintain a private register of charges pursuant to section 162 of the Act (the "Register of Charges"). The Company proposes to maintain the Register of Charges at the Registered Office.

1.10 Shares

Clause 7.1 of the Memorandum authorise the Company to issue a maximum of 50,000 ordinary shares of no par value each of a single class (the "Shares").

1.11 Share Issue

Regulation 2.1 of the Articles provides that Shares may be issued at such times, to such Eligible Persons, for such consideration and on such terms as the Directors may determine by a Resolution of Directors.

The Directors propose to issue the following Shares (the "Issue"):

Name and Address	Number of Shares	Class of Shares	Consideration
Marcus Rapph Kurt Schutz of Jr Huancabamba, 1670 Torre C, Dpto 1202	1,000 Ordinary A Shares		Insert, consider for shares the amount & cur

1.12 Minute Book

The Company proposes to maintain all minutes and resolutions of the Shareholders and Directors (the "Minute Book") at the Registered Office.

1.13 Company Records

The Company proposes to maintain its records and the underlying documentation (including accounts and documents) (the "Records and Documentation") at 220 New London Road Chelmsford CM2 9AE United Kingdom.

1.14 Purpose of Resolutions

The purpose of these resolutions is for the Directors to consider and, if thought fit approve the following:

- (a) the appointment of the Registered Agent and the location of the Registered Office;
- (b) the Seal, an imprint of which is affixed to these resolutions, and for the Seal to be maintained at the Registered Office;
- (c) the Company entering into the Agreement;
- (d) the original Register of Directors, the original Register of Members and the Register of Charges being maintained at the Registered Office;

- (e) a copy of the Register of Directors being filed with the Registrar, within 14 days of the Director's appointment;
- (f) the Issue and the Registered Agent:
 - (i) updating the Register of Members to reflect and effect the Issue;
 - (ii) issuing new share certificate to reflect the Issue; and
 - (iii) updating the beneficial owner information it maintains for the Company on the search system established and maintained under the Beneficial Ownership Secure System Act, 2017 (BOSS);
- (g) the Minute Book being maintained at the Registered Office; and
- (h) the Records and Documentation being maintained at 220 New London Road Chelmsford CM United Kingdom,

as well as any and all documents and transactions contemplated thereby (together the "Proposed Actions").

1.15 Conflict of Interest

Section 124(1) of the Act provides that the Directors shall, forthwith after becoming aware of the fact they are interested in a transaction entered into or to be entered into by the Company, disclose the interest to the other Directors. In light of this, each Director, by its signature below confirms that it has no conflict of interest in relation to any of the Proposed Actions save that the Shares subject to the Issue are made to Marcus Ralph Kurt Schutz.

1.16 Director Confirmations

Each Director, by its signature below confirms that it has carefully considered each of the Proposed Actions and that:

- (a) each of the Proposed Actions is of commercial benefit to the Company and that the Directors have acted *bona fide* in the best interests of the Company, and for a proper purpose of the Company in relation to each of the Proposed Actions;
- (b) there is no contractual or other prohibition binding on the Company prohibiting the powers of the Directors to resolve on matters relating to any of the Proposed Actions;
- (c) ~~(IF NON-CASH CONSIDERATION OFFERED, ADD)~~ the present cash value of the non-cash consideration offered for the Issue (detailed above) is not less than the amount to be credited to the Issue;
- (d) it has considered the financial position of the Company, and that immediately after each of the Proposed Actions have taken place, the value of the Company's assets will exceed its liabilities and the Company will continue to be able to pay its debts as they fall due; and
- (e) no resolution of the shareholders of the Company (the "Shareholders") has been passed which restricts the powers of the Directors to resolve on matters relating to any of the Proposed Actions.

2 **IT IS RESOLVED THAT**

Each of the Proposed Actions, be and are hereby authorised, confirmed, approved, for and on behalf of the Company in all respects, in particular:

2.1 **Registered Agent and Registered Office**

The appointment of the Registered Agent and the location of the Registered Office, be and are hereby authorised, confirmed, approved for and on behalf of the Company in all respects.

2.2 **Company Seal**

The Seal, an imprint of which is affixed to these resolutions, be and is hereby adopted as the common seal of the Company and the original Seal be maintained at the Registered Office.

2.3 **Agreement**

The Agreement, and all transactions contemplated thereby, be and is hereby approved, confirmed and ratified in all respects.

2.4 **Register of Directors**

The Company shall maintain its original Register of Directors at the Registered Office. If the Company changes this location, it must notify the Registered Agent and provide details of the new location, within 14 days of such change.

The Company acknowledges that it will notify the Registered Agent (within 15 days) if it changes the location where the original Register of Directors is maintained. Furthermore, if the Company makes any change to the Register of Directors, it shall immediately notify the Registered Agent of such changes and provide it with all documentation and compliance information as the Registered Agent may require.

The Registered Agent be and is hereby instructed to file a copy of the Register of Directors with the Registrar, within 14 days of the date hereof.

2.5 **Register of Members**

The Company shall maintain its original Register of Members at the Registered Office. If the Company changes this location, it must notify the Registered Agent and provide details of the new location, within 14 days of such change.

The Company acknowledges that it will notify the Registered Agent (within 15 days) if it changes the location where the original Register of Members is maintained. Furthermore, if the Company makes any change to the Register of Members, it shall immediately notify the Registered Agent of such changes and provide it with all documentation and compliance information as the Registered Agent may require.

2.6 **Share Issue**

The Issue be and are hereby authorised, confirmed, approved, for and on behalf of the Company in all respects.

The Registered Agent of the Company be and is hereby instructed and authorised to:

- (a) update the Register of Members to reflect and effect the Issue;
- (b) issue new share certificates to reflect the Issue; and
- (c) update the beneficial owner information it maintains for the Company on the secure search system established and maintained under BOSS (if applicable).

2.7 Register of Charges

The Company shall provide the Registered Agent with copies of all transaction documents that it enters which create a charge over any of the Company's assets.

2.8 Minute Book

The Minute Book shall be maintained at the Registered Office.

2.9 Company Records

The Records shall be maintained at 220 New London Road Chelmsford CM2 9AE United Kingdom.

3 DIRECTOR APPROVALS**3.1 Each Director (or its authorised representative) be and is hereby authorised, for and on behalf of Company, to:**

- (a) execute (under hand or under the common seal of the Company, as appropriate) and deliver Agreement and all documents required to effect the Proposed Actions (the "Documents");
- (b) bind the Company by making any amendment to any Document (substantive or otherwise) may, in its absolute discretion:
 - (i) prior to or at execution of a Document; or
 - (ii) after a Document has been executed, provided such amendment is made in accordance with the terms of the Document (such amendment to be conclusively evidenced by execution of the same), to effect the purpose and intent of the Proposed Actions; and
- (c) perform all such acts for and on behalf of the Company in connection with the Proposed Act as it shall in its absolute discretion deem necessary or advisable to effect the purpose and intent of the Proposed Actions.

3.2 Any and all actions of the Company, the Directors, the Registered Agent, or the Shareholders, take connection with the Proposed Actions that have been done on or before the date hereof be and are hereby adopted, ratified, confirmed and approved in all respects as fully as if such action(s) had been presented for approval and approved by, the Directors prior to such action being taken.**3.3 These written resolutions may be executed in counterpart and each counterpart shall be deemed to be original and which counterparts when taken together shall constitute one and the same instrument, on date indicated alongside the name below.**

Signed by Marcus Ralph Kurt Schutz
(Director)

Date: 15 August 2019