

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

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1033777.09  
Alison Lundergan Grimes  
Secretary of State  
Received and Filed  
9/19/2018 4:36:10 PM  
Fee receipt: \$90.00

Alison Lundergan Grimes  
Secretary of State  
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**Certificate of Authority**  
**Foreign Business Entity**

**FBE**

Pursuant to the provisions of KRS Chapter 14A and KRS Chapter 271B the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a **profit** corporation.
2. The name of the entity is **MPOWERD INC..**
3. The name of the entity to be used in Kentucky is **MPOWERD Inc..**
4. The state or country under whose law the entity is organized is **New York.**
5. The date of organization is **7/25/2012.**
6. The mailing address of the entity's principal office is **45 Main St Ste 522, Brooklyn, NY 11201.**
7. The street address of the entity's registered office in Kentucky is **306 W Main St Ste 512, Frankfort, KY 40601** and the name of the registered agent in that office is **URS AGENTS, LLC.**
8. The names and business addresses of the entity's representatives:

URS AGENTS, LLC	306 W Main St Ste 512, Frankfort, KY 40601
Ammara Shah	45 Main St Ste 522, Brooklyn, NY 11201
Howard Friedensohn	45 main street, Ste 552, Brooklyn, NY 11201
9. I certify that, as of the date of filing of this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.
10. This application will be effective on filing.

Signature of Authorized Representative:  
**Amy Purdy**

I, **URS AGENTS, LLC**, consent to serve as the Registered Agent on behalf of the business entity.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Amy Purdy