



Certificate of the Registration of a Company

Corporations Act 2001 Paragraph 1274 (2) (b)

This is to certify that

UCI LLC

Australian Company Number 148 803 038

Is a registered company under the Corporations Act 2001 and is taken to be registered in Melbourne.

The company is **limited by shares**.

The company is a **proprietary** company.

The day of commencement of registration is **the first day of October 2011**.

Issued by the
Australian Securities and Investments
Commission
on this first day of October 2011.

A handwritten signature in blue ink, appearing to read 'AM D'Aloisio'.

Anthony Michael D'Aloisio
Chairman EX

ARTICLES OF INCORPORATION

These Articles of Incorporation (the "Agreement") are made and effective October 1st, 2011,

BY Upturn Crypto LLC (the "Incorporator"), a corporation organized and existing under the laws of the [State/Province] of Melbourne, with its head office located at:

Cestri, 11-13 Russell St, Melbourne VIC 3034, Australia

AND The Kestrian Group Limited (the "Incorporator"), a corporation organized and existing under the laws of the [State/Province] of Melbourne, with its head office located at:

33, Draper Rd, Okshaw, Melbourne VIC 3004, Australia

1. ARTICLES OF INCORPORATION OF BRIDGESTONE-COIN

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the [State/Province] of Melbourne.

2. Name

The name of the corporation shall be : Upturn Crypto LLC alias UCI LLC

3. NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of Australia, the State of Melbourne, or any other state, county, territory or nation.

4. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$1,000,000 per share.

5. ADDRESS

The street address of the initial registered office of the corporation shall be: Cestri, 11-13 Russell St, Melbourne VIC 3034, Australia

6. SPECIAL PROVISIONS

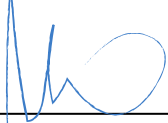
The stock of this corporation is intended to qualify under the requirements of Section 2 of the Corporations Act 2001, and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

7. LIABILITIES

To the fullest extent permitted by law, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Section 2 of the Corporations Act 2001 is hereafter amended to authorized the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Section 2 of the Corporations Act 2001, as so amended. Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above

INCORPORATOR




Authorized Signature

TESNER ANDERSON, CEO

Print Name & Title

COMPANY



Authorized Signature

Ander Johnson, Director

Print Name & Title