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Your ref: 18-004 **our ref:** ANDL/28/2018 **Date:** 15th August, 2018

Angell Kevin
Crowdsourced Geofencing Solutions, LLC
7910 Umbrella Pine Way, Sarasota
FLORIDA

"By email Delivery"

Dear Sir,

RE: EXEMPTION FROM REGISTRATION OUTSIDE FLORIDA

I refer to the above matter. My brief understanding of the facts is that you are the authorized agent of Crowdsourced Geofencing Solutions, LLC, a Limited Liability Company incorporated and domiciled in the State of Florida (hereinafter "Crowdsourced"). The said LLC provides app development services from the State of Florida and does not have offices, banks, employees, assets, or other connections outside Florida.

In this opinion, I shall address the issue as to whether you are required to register the said LLC in other states outside Florida so as to be able to provide services to clients in those states.

The legal framework governing the ability of an LLC to carry out business outside its corporate domicile depends on the laws of the State to which the LLC would like to expand to. There is no uniform (federal) law specifying the circumstances under which an LLC or other entity may be recognized as such without having to file for a foreign qualification.

However, the common practice is that states do not require an LLC to obtain foreign qualification if the LLC is not carrying out business in that state. In deciding to

make such an exemption, states consider whether the LLC has substantial business presence in the State which can be discerned from factors such as having a physical office and employees in the State.

Based on the foregoing analysis and considering the nature of Crowdsourced's business, it is my opinion that it is not necessary to obtain foreign qualification in other states, unless Crowdsourced later expands its business to those states. In my view, necessary acts such as meeting and transacting with clients outside Florida, as is the practice with many LLCs, does not in and by themselves require foreign qualification. Kindly feel free to seek further clarification on any of the matters addressed in this opinion.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Andrew P. Baron". The signature is stylized with a large initial "A" and a long horizontal stroke.

Andrew P. Baron, Esq
Solicitor and Legal consultant.