

PROSPECTUS



Miami Crypto Exchange

Who May Invest (Investor Suitability)

Investment in the Securities involves significant risks and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment. See "Risk Factors." The Securities will be sold to investors who are "accredited investors," as that term is defined below.

The suitability standards discussed below represent minimum suitability standards for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that the securities are a suitable investment for such prospective investor. Prospective investors are encouraged to consult their personal financial advisors to determine whether an investment in our securities is appropriate.

The offer and sale of the Securities are being made in reliance on an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). Accordingly, distribution of this Memorandum has been strictly limited to prospective Investors who meet the requirements and make the representations set forth below. The Company reserves the right to declare any prospective Investor ineligible to purchase the Securities based on any information that may become known or available to the Company concerning the suitability of such prospective investor or for any other reason or for no reason, in the Company's sole discretion.

Investor Suitability Requirements

The purchase of the securities involves a high degree of risk and is suitable only for persons of substantial financial means who have no need for liquidity in this investment. This investment will be sold only to prospective Investors who:

1. Purchase a Minimum Purchase of \$9,999.121, except that the Company may permit certain potential investors, in its sole discretion, to make a smaller investment;
2. represent in writing and satisfy the Company that they are "accredited" (as defined by Rule 501 of Regulation D under the Securities Act); and

3. satisfy the investor suitability requirements established by the Company and as may be required under federal or state law.

You must represent in writing that you meet, among others, ALL of the following requirements:

1. You have received, read and fully understand this Memorandum and all Exhibits and attachments hereto and also one that are AVAILABLE UPON REQUEST. You are basing your decision to invest on this Memorandum and all Exhibits and attachments hereto. You have relied solely on the information contained in said materials and have not relied upon any representations made by any other person;

2. You understand that an investment in the Securities involves risks and you are fully cognizant of and understand all of the risk factors relating to a purchase of the Securities, including, but not limited to, those risks set forth under "Risk Factors" in this Memorandum;

3. Your overall commitment to investments that are not readily marketable is not disproportionate to your individual net worth, and your Minimum Purchase of \$9,999.121.

4. You have adequate means of providing for your financial requirements, both current and anticipated, and have no need for liquidity from this investment;

5. You can bear and are willing to accept the economic risk of losing your entire investment.

6. You are acquiring the securities for your own account and for investment purposes only and have no present intention, agreement or arrangement for the distribution, transfer, assignment, resale or subdivision of the securities; and

7. You have such knowledge and experience in financial and business matters that you are capable of evaluating an investment in the Securities and have the ability to protect your own interests in connection with such investment;

In addition to certain institutional investors, a prospective Investor who meets one of the following tests will qualify as an "Accredited Investor":

1. the prospective Investor is a natural person who had individual income in

excess of \$200,000 in each of the two most recent year joint income with that person's spouse in excess of \$300,000 in each of these years, and has a reasonable expectation of reaching the same income level in the current year; or

2. the prospective Investor is a natural person whose individual net worth, or joint net worth with that person's spouse, exceeds \$1,000,000 at the time of investment in the Securities excluding the principal residence of such person; or

3. the prospective Investor is an organization described under Section 501(c)(3) of the Code, a corporation, or similar business trust, or a partnership not formed for the specific purpose of acquiring Securities, with total assets in excess of \$5,000,000;

4. the prospective Investor is an entity (including an IRA) in which all of the equity owners are Accredited Investors as defined In subparagraphs (1) and (2) above; or

5. the prospective Investor is a trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Securities, the purchase of which is directed by an "sophisticated person" as defined in Rule 506(c)(2)(ii) of Regulation D under the Securities Act; or

6. the prospective Investor is an employee benefit plan within the meaning of ERISA in which the Investment decision is made by a fiduciary (as defined in Section 3(21) of ERISA) which is either a bank, savings and loan association, insurance company, or registration investment adviser; or the employee benefit plan has total assets in excess of \$20,000,000; or it is a self-directed plan in which investment decisions are made solely by persons who are Accredited Investors; or

7. the amount of the investment of each prospective Investor shall not exceed 10 percent of the net worth, as determined by this subdivision, of that prospective Investor.

For purposes of calculating a potential Investor's net worth, "net worth" is defined as the difference between total assets and total liabilities, home furnishings and personal automobiles. In the case of fiduciary accounts, the net worth and /or income suitability requirements must be satisfied by the beneficiary of the account, or by the fiduciary, if the fiduciary directly or indirectly provides funds for the purchase of the Securities.

The Investor Suitability Requirements stated above represent minimum suitability requirements, as established by the Company for Investors of the securities. Accordingly, the satisfaction of applicable state requirements by a potential Investor will not necessarily mean that the Securities are a suitable investment for such Investor, or that the Company will accept the potential Investor as a subscriber. Furthermore, the Company may modify such requirements at its discretion, and any such modification may raise the suitability requirements for Investors.

The written representations made by potential Investors will be reviewed to determine the suitability of each potential Investor and pursuant to the requirements of SEC Rule 506(c) the Company will have to request the potential investor to provide substantiation of his or her claimed status. The Company will have the right to refuse a subscription for the Securities if in its sole discretion, it believes that a potential Investor does not meet the applicable Investor Suitability Requirements or the Securities otherwise constitute an unsuitable investment for such Investor, or for any other reason.



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