

P05000053335

(Requestor's Name) ,

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

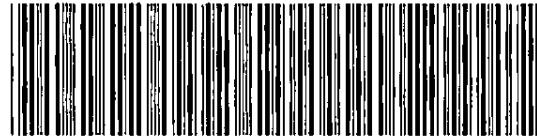
(Document Number)

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11/29/22 01021 005 35.00

Amended

FILED  
2022 DEC -2 AM 9:35

2022 DEC -2 PM 3:04

A. RAMSEY

DEC - 5 2022

X 02250,00524,0067



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 5, 2022

FLORIDA FILING & SEARCH SERVICES INC

TALLAHASSEE, FL 32302

SUBJECT: EDGEMODE INC.  
Ref. Number: P05000053335

We have received your document for EDGEMODE INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name on the attachment (series B preferred stock) does not match the name on the articles of amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6823.

Annette Ramsey  
OPS

Letter Number: 422A00026862

*\*Please keep original file latest*  
*Thank you ☺*

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302**

**155 Office Plaza Dr Ste A Tallahassee FL 32301**

**PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE: 12/02/22**

**NAME: EDGEMODE INC.**

**TYPE OF FILING: AMENDMENT**

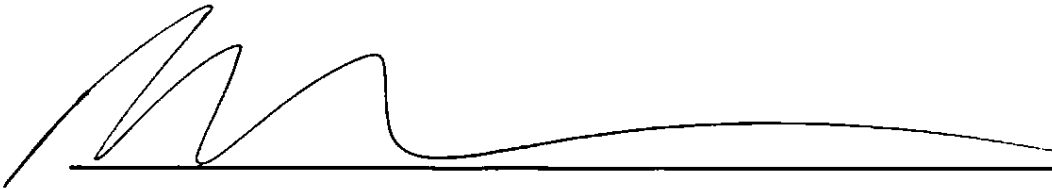
**COST: 35.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: EDGEMODE INC.

DOCUMENT NUMBER: P05000053335

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ben William Quick

Name of Contact Person

EDGEMODE INC.

Firm/ Company

21 Plymstock Road

Address

southwest england, Devon PL9 7NX GB

City/ State and Zip Code

benquick67@gmail.com

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

For further information concerning this matter, please call:

Ben William Quick

Name of Contact Person

at (

+44 7506 256022

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

2022 DEC -2 AM 9: 35

EDGEMODE INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P05000053335

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**Check if applicable**

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

X Change                      PT      John Doe

X Remove                      V      Mike Jones

X Add                              SV      Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

Please see attached Certificate of Designation

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

Please see attached Certificate of Designation

The date of each amendment(s) adoption: May 9, 2021, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

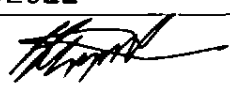
☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."  
(voting group)

Dated 12/1/2022

Signature   
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ben William Quick  
(Typed or printed name of person signing)

President, VP, Secretary, Treasurer, Chairman, Director  
(Title of person signing)



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**CERTIFICATE OF DESIGNATION**  
**of**  
**SPECIAL 2021 SERIES A PREFERRED STOCK**  
**of**  
**EDGEMODE INC.**

**Special 2021 Series A Preferred Stock**

Section 1. *Designation and Amount.* The designation of this class of capital stock shall be "Special 2021 Series A Preferred", par value \$0.00001 per share (the "*2021 Series A Preferred Stock*"). The number of authorized shares of 2021 Series A Preferred Stock is twenty (26) shares.

Section 2. *Voting Rights.* Except as otherwise required by law, the holder of the share of 2021 Series A Preferred Stock shall have the following rights:

(a) Number of Votes; Voting with Common Stock. Except as provided by Florida statutes or Section 2(b) below, the holder of the 2021 Series A Preferred Stock shall vote together with the holders of preferred stock (including on an as converted basis), par value \$0.00001, and common stock, par value \$0.00001 per share, of the Corporation (the "Common Stock") as a single class. The 2021 Series A Preferred Stock stockholder is entitled to 60% of all votes (including, but not limited to, common stock, and preferred stock (including on an as converted basis)) entitled to vote at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. The 2021 Series A Preferred Stock shall not be divided into fractional shares.

(b) Adverse Effects. The Corporation shall not amend, alter or repeal the preferences, rights, powers or other terms of the 2021 Series A Preferred Stock so as to affect

adversely the 2021 Series A Preferred Stock or the holder thereof without the written consent or affirmative vote of the holder of the 2021 Series A Preferred Stock given in writing or by vote at a meeting consenting or voting (as the case may be) separately as a class.

Section 3. *Conversion in to common share* . The share of 2021 Series A Preferred Stock shall convert into common shares at a conversion rate of 1 preferred to 10,000,000 common shares. The holder of the 2021 Series A Preferred Stock can affect the conversion at any time. The conversion in to common is a right and conversion is not required

Section 4. *Dividend, Liquidation*. The share of 2021 Series A Preferred Stock shall not be entitled to any dividends in respect thereof, and shall not participate in any proceeds available to the Corporation's shareholders upon the liquidation, dissolution or winding up of the Corporation.

Section 5. *No Impairment*. The Corporation shall not intentionally take any action which would impair the rights and privileges of the 2021 Series A Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment of its certificate of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2021 Series A Preferred Stock against impairment.

Section 6. *Replacement Certificate*. In the event that the holder of the 2021 Series A Preferred Stock notifies the Corporation that the stock certificate evidencing the share of 2021 Series A Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the 2021 Series A Preferred Stock identical in tenor and date to the original stock certificate evidencing the 2021 Series A Preferred Stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such 2021 Series A Preferred Stock certificate

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed by an officer thereunto duly authorized this 14th day of December, 2022.

EDGEMODE INC.

By: 

Ben William Quick, CEO, CFO, President,  
Treasurer, Secretary and Director

**CERTIFICATE OF DESIGNATION**  
**of**  
**SPECIAL 2021 SERIES B PREFERRED STOCK**  
**of**  
**EDGMODE INC**

**Special 2021 Series B Preferred Stock**

Section 1. *Designation and Amount.* The designation of this class of capital stock shall be "Special 2021 Series B Preferred", par value \$.00001 per share (the "*2021 Series B Preferred Stock*"). The number of authorized shares of 2021 Series B Preferred Stock is two (2) shares.

Section 2. *Voting Rights.* Except as otherwise required by law, the holder of the share of 2021 Series B Preferred Stock shall have no voting rights:

(b) Adverse Effects. The Corporation shall not amend, alter or repeal the preferences, rights, powers, number of shares authorized or other terms of the 2021 Series B Preferred Stock so as to affect adversely the 2021 Series B Preferred Stock or the holder thereof without the written consent or affirmative vote of the holder(s) of the 2021 Series B Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

Section 3. *Conversion into common shares.* Each share of 2021 Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock at a conversion rate of one (1) 2021 Series B Preferred into 2% of outstanding common shares at the date of conversion. The initial Series B Conversion Price per share shall be such amount as to convert into 4.99% of the issued and outstanding Common Stock of the Corporation on the date of conversion. The holder of the 2021 Series B Preferred Stock can affect the conversion at any time.

Section 4 *Dividends, Liquidation.* The share of 2021 Series B Preferred Stock shall not be entitled to any dividends in respect thereof, and shall not participate in any proceeds available to the Corporation's shareholders upon the liquidation, dissolution or winding up of the Corporation.

Section 5. *No Impairment.* The Corporation shall not intentionally take any action which would impair the rights and privileges of the 2021 Series B Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not by amendment of its certificate of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2021 Series B Preferred Stock against impairment.

Section 6. *Replacement Certificate.* In the event that the holder of the 2021 Series B Preferred Stock notifies the Corporation that the stock certificate evidencing the share of 2021 Series B Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the 2021 Series B Preferred Stock identical in tenor and date to the original stock certificate evidencing the 2021 Series B Preferred Stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such 2021 Series B Preferred Stock certificate

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be *duly* executed by an officer thereunto duly authorized this 14th day of December, 2022.

EDGEMODE INC

By: 

Ben William Quick, CEO, CFO, President,  
Treasurer, Secretary and Director