

F16000003550

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

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W16-49386

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 18, 2016

ARTERN VOLOS
2125 BISCAYNE BLVD STE 375
MIAMI, FL 33137

SUBJECT: CLUTCH LEARNING, INC.
Ref. Number: W16000049386

2016 AUG - 8 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CLUTCH LEARNING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

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) 245-6051.

Dionne M Scott
Regulatory Specialist II

Letter Number: 616A00014898

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Clutch Learning Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

<u>Artem Volos</u>	Name of Person	FILED 16 AUG - 8 PM 4: 06 SECRETARY OF STATE TALLAHASSEE, FLORIDA
<u>Clutch Learning Inc.</u>	Firm/Company	
<u>2125 Biscayne Blvd STE 375</u>	Address	
<u>Miami, FL 33137</u>	City/State and Zip code	
<u>artem@clutchprep.com</u>	E-mail address: (to be used for future annual report notification)	

For further information concerning this matter, please call:

<u>Artem Volos</u>	at (<u>850</u>)	<u>699-8279</u>
Name of Person	Area Code	Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Clutch Learning, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware, USA

(State or country under the law of which it is incorporated)

3. 27-4421571

(FEI number, if applicable)

4. 05/20/2014

(Date of incorporation)

5. _____

(Date of duration, if other than perpetual)

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2125 Biscayne Blvd STE 375, Miami, FL 33137

(Principal office address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Artem Volos

Office Address: 2125 Biscayne Blvd STE 375

Miami

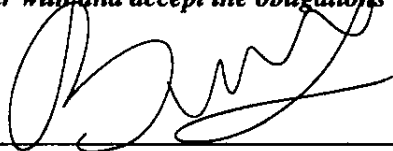
(City)

, Florida 33137

(Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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11. Names and business addresses of officers and/or directors:

A. DIRECTORS

✓Chairman: Marcio Souza

Address: 425 NE 22nd Street #1403 Miami, FL 33137

✓Vice Chairman: Artem Volos

Address: 426 NE 22nd Street #1403 Miami, FL 33137

✓Director: Johnny Betancourt

Address: 425 NE 22nd Street #2604 Miami, FL 33137

✓Director: Alain Fontaine

Address: 425 NE 22nd Street #1403 Miami, FL 33137

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B. OFFICERS

✓President: Marcio Souza

Address: 425 NE 22nd Street #1403 Miami, FL 33137

✓Vice President: Johnny Betancourt

Address: 425 NE 22nd Street #2604 Miami, FL 33137

✓Secretary: Alain Fontaine

Address: 425 NE 22nd Street #1403 Miami, FL 33137

✓Treasurer: Artem Volos


Address: 425 NE 22nd Street #1403 Miami, FL 33137

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Artem Volos - CFO / COO 

(Typed or printed name and capacity of person signing application)

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLUTCH LEARNING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JULY, A.D. 2016.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLUTCH LEARNING, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Jeffrey W. Bullock, Secretary of State

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SR# 20164849913

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202633662

Date: 07-11-16