

8/22/2019

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H19000252708 3)))



H190002527083ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (614)280-3338
 Fax Number : (954)208-0845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
WPS USA CORP.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

8 Page Fax

PLEASE HONOR THE
ORIGINAL SUBMISSION

Electronic Filing Menu

Corporate Filing Menu

Help

DATE OF 08/22/2019

C. GOLDEN

SEP 11 2019

850-617-6381

9/10/2019 1:09:52 PM PAGE 1/001 Fax Server



September 10, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WPS USA CORP.
7524 STANDISH PLACE, SUITE 150
ROCKVILLE, MD 20855US

SUBJECT: WPS USA CORP.
REF: F18000000772

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct number 2.

If the corporation is a PROFIT corporation it must be signed 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.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

FAX Aud. #: E19000252708
Letter Number: 819A00018629

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F18000000772

(Document number of corporation (if known))

2019 AUG 22 AM 9:25

F18000000772

1. WPS USA-CORP.
 (Name of corporation as it appears on the records of the Department of State)
2. NEVADA
 (Incorporated under laws of)
3. FEBRUARY 14, 2018
 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
 (Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- _____
 (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.

 (New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
DELAWARE
 (New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

/S/ TODD TOWNSEND

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

TODD TOWNSEND

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WPS USA CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2019, AT 1:28 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2019, AT 1:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "WPS USA CORP."




Jeffrey W. Bullock, Secretary of State

7533454 8100H
SR# 20196805901

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

Authentication: 203506942
Date: 08-30-19

DocuSign Envelope ID: C167F538-BC7D-4CD2-952C-D3529FC2F069

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:28 PM 07/26/2019
FILED 01:28 PM 07/26/2019
SR 20196178867 - File Number 7533454

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Nevada
- 2.) The jurisdiction immediately prior to filing this Certificate is Nevada
- 3.) The date the Non-Delaware Corporation first formed is 8/11/1997
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is WPS USA Corp.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is WPS USA Corp.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 25th day of July, A.D. 2019

DocuSigned by:
By: Todd Townsend

Name: Todd Townsend
Print or Type

Title: President
Print or Type

DocuSign Envelope ID: C187F538-BC7D-4CD2-952C-D3529FC2F069

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:28 PM 07/26/2019

FILED 01:28 PM 07/26/2019

SR 20196178867 File Number 7533454

CERTIFICATE OF INCORPORATION

OF

WPS USA CORP.

The undersigned, a natural person, for the purpose of organizing a corporation under the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

ARTICLE I.

The name of the corporation (the "*Corporation*") is: WPS USA Corp.

ARTICLE II.

The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III.

The name and mailing address of the incorporator are as follows:

NAME:

Todd Townsend

MAILING ADDRESS:

7524 Standish Place, Suite 150
Rockville, MD 20855-2796

ARTICLE IV.

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE V.

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is twenty-five thousand (25,000) shares, all of which shall be common stock with no par value.

ARTICLE VI.

Subject to any additional vote, consent, or other approval required by this Certificate of Incorporation or by the Corporation's Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors may from time to time adopt, amend, alter, supplement, rescind, or repeal any or all the Bylaws of the Corporation without any action on the part of the stockholders; *provided, however*, that the stockholders may adopt, amend, or repeal any Bylaw adopted by the Board of Directors, and no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement adopted by the stockholders.

DocuSign Envelope ID: C167F538-8C7D-4CD2-952C-D3529FC2F069

ARTICLE VII.

Section 7.01. A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director of the Corporation, except to the extent that such exemption from liability or limitation thereof is not permitted under the DGCL as currently in effect or as the same may hereafter be amended. No amendment, modification, or repeal of this Article VII shall adversely affect any right or protection of a director of the Corporation that exists at the time of such amendment, modification, or repeal.

Section 7.02. The Corporation, to the full extent permitted by section 145 of the DGCL, as amended from time to time, shall indemnify all persons whom it may indemnify pursuant thereto. Expenses (including attorneys' fees and expenses) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit, or proceeding or which such officer or director may be entitled to indemnification hereunder shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized hereby.

[Signature Page Follows]

DocuSign Envelope ID: C167F538-BC7D-4CD2-952C-D3529FC2F069

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Incorporation to be signed by Todd Townsend, its sole incorporator, as of the 25th day of July 2019.

DocuSigned by:

Todd Townsend

Todd Townsend, Sole Incorporator