

F21000002281

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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((H22000102160 3)))



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To:

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

From:

Account Name : CAPITOL SERVICES, INC.
Account Number : I20160000017
Phone : (855)498-5500
Fax Number : (800)432-3622

****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
MFP TECHNOLOGIES INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

RECEIVED

2022 MAR 18 PM 3:04

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TALLAHASSEE, FL

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TALLAHASSEE, FLORIDA

2022 MAR 18 AM 8:26

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Corporate Filing Menu

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N/C
3/21/22

COVER LETTER

H22000102160

TO: Amendment Section Division of Corporations

SUBJECT: MFP Technologies Inc.

Name of Corporation

DOCUMENT NUMBER: F21000002281

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kyle Kapper

Name of Contact Person

Samurai Technologies Inc.

Firm/Company

320 27th Ave N.

Address

St. Petersburg, FL 33704

City/State and Zip Code

kyle@mfp.ai

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

For further information concerning this matter, please call:

Kyle Kapper

at (330-418-5657

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

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

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)

F21000002281

(Document number of corporation (if known))

1. MFP Technologies Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 04/23/2021
(Incorporated under laws of) (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? 2/16/2022
5. Samurai Technologies Inc.
(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.

(New jurisdiction)

8. 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

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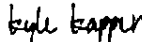
H22000102160

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. 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.

DocuSigned by:



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

Kyle Kapper

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE \$35.00

H22000102160

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELANARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "MFP TECHNOLOGIES
INC.", CHANGING ITS NAME FROM "MFP TECHNOLOGIES INC." TO
"SAMURAI TECHNOLOGIES INC.", FILED IN THIS OFFICE ON THE
SIXTEENTH DAY OF FEBRUARY, A.D. 2022, AT 1:33 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

H22000102160

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF**

MFP TECHNOLOGIES INC.

**(Pursuant to Sections 141(f), 228, and 241 of the
General Corporation Law of the State of Delaware)**

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:33 PM 02/16/2022
FILED 01:33 PM 02/16/2022
SR 20220545232 - File Number 5782838

MFP Technologies Inc. (the "*Corporation*"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "*DGCL*")

HEREBY CERTIFIES THAT:

FIRST: The Corporation was originally incorporated pursuant to the DGCL on April 5, 2021, under the name MFP Technologies Inc.;

SECOND: That the following was duly adopted in accordance with the provisions of Sections 141(f), 228 and 241 of the DGCL by the directors of the Corporation:

1. "The Corporation's Certificate of Incorporation is hereby amended to change the name of the Corporation to 'Samurai Technologies Inc.'"

2. Article I of the Certificate of Incorporation shall be amended to read as follows:

"The name of this Corporation is Samurai Technologies Inc. (the "*Corporation*")."

3. Article IV of the Certificate of Incorporation shall be amended and restated in its entirety. The full text of the new provision is as follows:

"A. The total number of shares of all classes of stock that the Corporation has authority to issue is 10,000,000, consisting of 10,000,000 shares of Common Stock, par value \$0.00001 per share.

B. As of the effective date of the filing of the Certificate of Amendment to Certificate of Incorporation (the "*Certificate of Amendment*"), 5,500,000 shares of the Common Stock of the Corporation are hereby designated "*Class A Common Stock*" and 4,500,000 shares of the Common Stock of the Corporation are hereby designated "*Class B Common Stock*".

C. *Voting.* Except as otherwise provided herein or by applicable law, the holders of shares of Class A Common Stock and Class B Common Stock shall at all times vote together as one class on all matters (including the election of directors) submitted to a vote of the stockholders of the Corporation. The holders of the Class A Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The holders of the Class B Common Stock are entitled to ten votes for each share

of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). Unless required by law, there shall be no cumulative voting.

D. Liquidation. The holders of the Class A Common Stock and the holders of the Class B Common Stock shall be entitled to share equally, on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

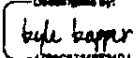
E. Subdivision or Combinations. If the Corporation in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock will be subdivided or combined in the same manner.

F. Equal Status. Except as expressly provided in this Article IV, Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters. Without limiting the generality of the foregoing, (i) in the event of a merger, consolidation or other business combination requiring the approval of the holders of the Corporation's capital stock entitled to vote thereon (whether or not the Corporation is the surviving entity), the holders of the Class A Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration, if any, as the holders of the Class B Common Stock and the holders of the Class A Common Stock shall have the right to receive, or the right to elect to receive, at least the same amount of consideration, if any, on a per share basis as the holders of the Class B Common Stock, and (ii) in the event of (x) any tender or exchange offer to acquire any shares of Common Stock by any third party pursuant to an agreement to which the Corporation is a party or (y) any tender or exchange offer by the Corporation to acquire any shares of Common Stock, pursuant to the terms of the applicable tender or exchange offer, the holders of the Class A Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration as the holders of the Class B Common Stock and the holders of the Class A Common Stock shall have the right to receive, or the right to elect to receive, at least the same amount of consideration on a per share basis as the holders of the Class B Common Stock; provided, however, that, notwithstanding the foregoing, if the consideration to be paid includes any securities and due receipt thereof would require under applicable law (x) the registration or qualification of such securities or of any person as a broker or dealer or agent with respect to such securities; or (y) the provision to any shareholder of any information other than such information as a prudent issuer would generally furnish in an offering made solely to "accredited investors" as defined in Regulation D promulgated under the Securities Act of 1933, as amended, the Corporation may cause to be paid to any such shareholder in lieu thereof, against surrender of the holder's shares which would have otherwise been sold by such shareholder, an amount in cash equal to the fair value (as determined in good faith by the Board) of the securities which such shareholder would otherwise receive as of the date of the issuance of such securities in exchange for the shares."

[Signature Page Follows]

The Corporation has caused this Certificate of Amendment to be signed by its duly authorized and elected President on February, 16, 2022.

MFP TECHNOLOGIES INC.

By: 
Name: Kyle Kapper
Title: President