

F22000005506

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

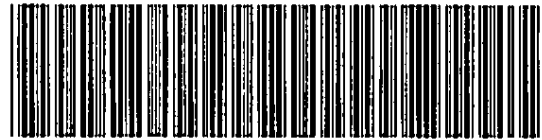
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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AUG 30 2022
M. SOLOMON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cutting Edge AI, 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:

Brad H Hamilton

Name of Person
Jones & Keller, PC
Firm/Company
1675 Broadway, FL 26
Address
Denver, Colorado 80202
City/State and Zip code
bhamilton@joneskeller.com
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Brad Hamilton	at (303)	573-1600
Name of Person	Area Code	Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- | | | | |
|---------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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. Cutting Edge AI, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 21, 2021 5. _____
(Date of incorporation) (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. 201 Front Street, #205, Key West, FL 33040
(Principal office street address)

201 Front Street, #205, Key West, FL 33040
(Current mailing address, if different)

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

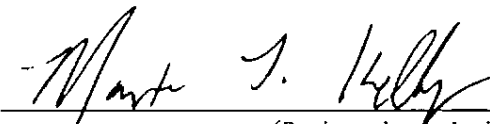
Name: Martin Kelly

Office Address: 201 Front Street, #205

Key West, Florida 33040
(City) (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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

FLORIDA
DEPARTMENT OF STATE
CORPORATION DIVISION

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A. DIRECTORS

☐ Chairman Name: Logan Dopp
☐ Vice Chairman Address: 201 Front Street
☐ Director #205
☒ President Key West, FL 33040
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: Martin Kelly
☐ Vice Chairman Address: 201 Front Street
☐ Director #205
☐ President Key West, FL 33040
☒ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

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 DEPT. OF STATE
 SECRETARY OF STATE
 OFFICE OF THE SECRETARY OF STATE

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Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. Martin Kelly
 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. Martin Kelly, Vice President
 (Typed or printed name and capacity of person signing application)

NAME ASSIGNMENT

This Name Assignment (this "Assignment") is made as of June 24, 2022, by **Cutting Edge AI LLC**, a dissolved Florida limited liability company ("Assignor") and **Cutting Edge AI, Inc.**, a Delaware corporation ("Assignee").

WHEREAS, Assignor was formed as a Florida limited liability company on January 25, 2021.

WHEREAS, Assignor's owners decided to conduct its business as a Delaware corporation and organized Assignee on December 21, 2021.

WHEREAS, Assignor dissolved as a Florida limited liability company by filing Articles of Dissolution with the Florida Division of Corporations effective June 24, 2022.

WHEREAS, Assignor has no intention of revoking its dissolution in the state of Florida, and wishes to sell, assign, transfer, convey, grant, and deliver to Assignee all of Assignor's right, title, and interest in, to, and under the name CUTTING EDGE AI and all legal and trademark rights connected therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, hereby agree as follows:

Assignor hereby sells, assigns, transfers, conveys, grants, and delivers to Assignee all of Assignor's right, title, and interest in, to, and under the name CUTTING EDGE AI, together with the goodwill associated therewith, including all common law rights therefor in the United States and for all foreign countries, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by such Assignor if this assignment and sale had not been made.

Assignor hereby releases the name CUTTING EDGE AI as a registered name in the state of Florida for the full use of and registration by Assignee in the state of Florida.

Assignor hereby authorizes and requests the Florida Division of Corporations to release the name CUTTING EDGE AI for to Assignee as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct, in accordance with this instrument of assignment, and to issue to Assignee all registrations which may issue with respect to any applications for the name CUTTING EDGE AI in Florida.

ASSIGNOR:

CUTTING EDGE AI, LLC
A dissolved Florida limited liability company

By: Martin J. Kelly
Martin Kelly, Manager

ASSIGNEE:

CUTTING EDGE AI, INC.
a Delaware corporation

By: Martin J. Kelly
Martin Kelly, Vice President

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JULY 25, 2022

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "CUTTING EDGE AI, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2020, AT 4:29 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "CUTTING EDGE AI LLC" TO "CUTTING EDGE AI, INC.", FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2021, AT 5:24 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2021, AT 5:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CUTTING EDGE AI, INC.".

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




Jeffrey W. Bullock, Secretary of State

3941644 8315

SR# 20223075697

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

Authentication: 204023679

Date: 07-27-22

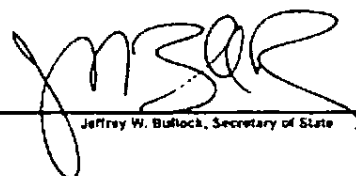
Delaware

The First State

Page 2

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




Jeffrey W. Bullock, Secretary of State

3941644 8315

SR# 20223075697

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

Authentication: 204023679

Date: 07-27-22



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 11, 2022

BRAD H HAMILTON
1675 BROADWAY FL 26
DENVER, CO 80202

SUBJECT: CUTTING EDGE AI, INC.
Ref. Number: W22000103801

We have received your document for CUTTING EDGE AI, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as or not distinguishable from the name of a voluntarily dissolved business entity. This name is not available for the assumption or use by another entity for 120 days after the effective date of the dissolution. The dissolved business entity may provide the Department of State with an affidavit or letter, releasing the name for use to you and affirming they have no intention of revoking the dissolution or you may adopt an alternate name for use in Florida. If you choose to adopt an alternate name, please enter that name in the space provided in number one of the application.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers listed.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Mel Solomon
Senior Section Administrator

Letter Number: 122A00017960

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