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(Address)

(Address)

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TALLAHASSEE, FLORIDA

S. ROBERTS

DEC 09 2021

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 165637 8291514

AUTHORIZATION :

*Lyndell Coleman*

COST LIMIT : \$ 70.00

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ORDER DATE : October 25, 2021

ORDER TIME : 11:29 AM

ORDER NO. : 165637-055

CUSTOMER NO: 8291514  
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FOREIGN FILINGS

NAME: GRID.AI, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER: \_\_\_\_\_

**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. Grid.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. 84-3916047  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/22/2019 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)
6. 11/01/2021  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 32 Cooper Square, 3rd Floor New York, NY 10003  
(Principal office street address)

(Current mailing address, if different)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (Zip code)

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**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.*

Corporation Service Company

By: Eylina Barba

(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]:

**A. DIRECTORS**

☐ Chairman Name: William Falcon  
☐ Vice Chairman Address: 32 Cooper Square, 3rd Floor  
New York, NY 10003  
☒ Director  
☒ President  
☐ Vice President  
☒ Secretary ☐ Treasurer  
☒ Other CEO ☐ Other

☐ Chairman Name: Caryn Marooney  
☐ Vice Chairman Address: 32 Cooper Square, 3rd Floor  
New York, NY 10003  
☒ Director  
☐ President  
☐ Vice President  
☐ Secretary ☐ Treasurer  
☐ Other ☐ Other

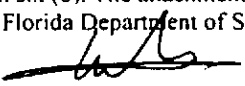
☐ Chairman Name:  
☐ Vice Chairman Address:  
☐ Director  
☐ President  
☐ Vice President  
☐ Secretary ☐ Treasurer  
☐ Other ☐ Other

☐ Chairman Name: Sarah Cannon  
☐ Vice Chairman Address: 32 Cooper Square, 3rd Floor  
New York, NY 10003  
☒ Director  
☐ President  
☐ 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

**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.   
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. William Falcon - President  
(Typed or printed name and capacity of person signing application)

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRID.AI, 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2021.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRID.AI, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2019.

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



  
Jeffrey W. Bullock, Secretary of State

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SR# 20213897080

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204789058

Date: 11-24-21