

Florida Department of State

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
EDGE HOLDINGS USA INC.**

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**ARTICLES OF INCORPORATION
OF
EDGE HOLDINGS USA INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be EDGE HOLDINGS USA INC. (the "**Corporation**").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 110 Arrow Road, Toronto, Ontario M9M 2M1 Canada.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 5,000, all of which shall be common stock with a par value of \$0.0001 per share.

ARTICLE VII: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of One (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the individual who will serve on the initial board of directors is:

John Paul Cesario
110 Arrow Road
Toronto, Ontario M9M 2M1 Canada

The name and address of the individual who will serve as initial officers is:

John Paul Cesario
110 Arrow Road
Toronto, Ontario M9M 2M1 Canada

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 515 East Park Avenue 2nd Fl., Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that office is Capitol Corporate Services, Inc.

ARTICLE IX: INCORPORATOR

The name and street address of the Corporation's incorporator is:

John Paul Cesario
110 Arrow Road

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Toronto, Ontario M9M 2M1 Canada

ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XII: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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 obligation of my position as registered agent.



Kim Tadlock,
Assistant Secretary


1/30/2025

Required Signature/Registered Agent

Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

DocuSigned by:



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January 29, 2025 | 1:08 PM PST

Required Signature/Incorporator

Date