



State of Rhode Island

Department of State - Business Services Division

Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

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R.I. DEPT. OF STATE
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Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is: nTopology Inc					
2. It is incorporated under the laws of: Delaware					
3. The name, if different, which it elects to use in Rhode Island is: (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island: nTopology Inc (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:					
4. The date of its incorporation is: 06/18/2019 And the period of its duration is: CHECK ONE BOX ONLY <input checked="" type="checkbox"/> Perpetual (on-going) Date certain for dissolution _____					
5. The address of its principal office is: 199 Lafayette Street, Suite 4AB, New York, NY 10012					
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name C T Corporation System Street Address (<u>NOT</u> a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A <table border="1"><tr><td>City/Town East Providence</td><td>State RHODE ISLAND</td><td>Zip Code 02914</td></tr></table>			City/Town East Providence	State RHODE ISLAND	Zip Code 02914
City/Town East Providence	State RHODE ISLAND	Zip Code 02914			

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Software Development/Publishers

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS
Bradley Rothenberg	199 Lafayette Street, Suite 4AB, New York, NY 10012
Carl Bass	199 Lafayette Street, Suite 4AB , New York, NY 10012
Joshua Fredberg	199 Lafayette Street, Suite 4AB, New York, NY 10012
Hrach Simonian	199 Lafayette Street, Suite 4AB, New York, NY 10012

Check the box to indicate an attachment

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	Bradley Rothenberg	199 Lafayette Street, Suite 4AB,, New York, NY 10012
VICE PRESIDENT		
TREASURER	Elena Azzoni	199 Lafayette Street, Suite 4AB, New York, NY 10012
SECRETARY		

Check the box to indicate an attachment

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

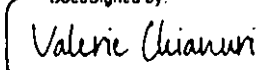
NUMBER OF SHARE	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
47,000,000	Common		\$0 0001
33,536,752	Preferred		\$0 0001

10. An estimate, **as a percentage**, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (Note: Percentage obtained from worksheet.)

0 %

11. An estimate, **as a percentage**, of the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. (Note: Percentage obtained from worksheet.)

0 %

12. This application must be accompanied by a <u>Certificate of Good Standing/Letter of Status</u> from the state or country of formation dated within 60 days of the date of this filing.	
13. Date when the Certificate of Authority will be effective: CHECK ONE BOX ONLY	
<input checked="" type="checkbox"/> Date received (Upon filing)	
Later effective date (Date must be no more than 90 days from the date of filing) _____	
14. <i>Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.</i>	
Type or Print Name of Authorized Officer	Date
Valerie Chianuri	7/17/2023
Signature of Authorized Officer of the Corporation <small>DocuSigned by:</small>  <small>1001BC65A681452</small>	

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NTOPOLOGY 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 NINETEENTH DAY OF JULY, A.D. 2023.

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

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



5407918 8300

SR# 20233030680

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203777561

Date: 07-19-23



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

August 03, 2023 01:22 PM

A handwritten signature in black ink, reading "Gregg M. Amore".

Gregg M. Amore
Secretary of State

