



State of Rhode Island
Department of State - Business Services Division

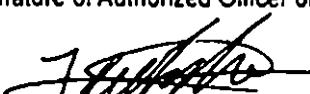
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Fictitious Business Name Statement

DOMESTIC or FOREIGN Business Corporation

→ Filing Fee: \$50.00

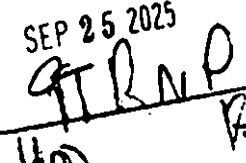
Pursuant to the provisions of RIGL 7-1.2-402, the undersigned business corporation hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

1. Entity ID Number: 1786376		2. The name of the Corporation is: WASI VENTURES INC	
3. The fictitious business name to be used is: ME TOO PRESCHOOL			
4. The corporation is organized under the laws of: RHODE ISLAND		5. The date of incorporation is: 02/27/2025	
6. The address of its registered office within Rhode Island is:			
Street Address 222 JEFFERSON BLVD SUITE 200			
City WARWICK		State RHODE ISLAND	Zip
7. The business in which it is engaged: DAYCARE / CHILD CARE			
8. Applicant is otherwise authorized to do business in the state of Rhode Island.			
9. Under penalty of perjury, I declare and affirm that I have examined this Fictitious Business Name Statement and that the information contained herein is true and correct.			
Name of Authorized Officer of the Corporation JORGE LUIS LEON CARRILLO			Date 09/25/2025
Signature of Authorized Officer of the Corporation 			

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED

SEP 25 2025
BY 
400

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that **Me Too Preschool, Inc.**, a Rhode Island Corporation, with an address at 2168 Diamond Hill Road, Woonsocket RI 02895 (the "Seller"), for good and valuable consideration paid in the amount of .

and for other good and valuable consideration paid by **Wasi Ventures Inc.**, a Rhode Island corporation, with an address of 844 Spruce St., Lawrence, NJ 08648 (the "Purchaser"), are parties to a certain Asset Purchase and Sale Agreement dated as of the 1st day of May, 2025, as amended by that certain First Amendment to Asset Purchase Agreement dated as of May 19, 2025 and that certain Second Amendment to Asset Purchase Agreement dated as of June 17, 2025 (collectively (the "Agreement")), pursuant to which the Purchaser agrees to purchase certain assets of the Seller; and

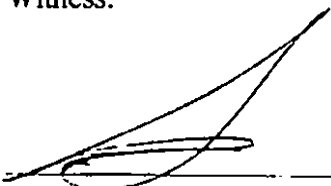
WHEREAS, except as otherwise defined herein, terms used in this instrument shall have the same meaning herein as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration paid to the Seller by the Purchaser, the receipt of which is hereby acknowledged by the Seller, the Seller, pursuant to the provisions of the Agreement, which is hereby incorporated herein by reference and made a part hereof, by these presents does hereby grant, sell, convey, transfer, assign, set over, release and confirm unto the Purchaser its successors and assigns, free and clear of all mortgages, liens, encumbrances, liabilities, obligations, charges and contingencies, if any, with respect thereto, the items attached as Exhibit "A" of the Agreement and incorporated herein including any and all business telephone numbers.

TO HAVE AND TO HOLD the same unto the Buyer forever. The foregoing sale and transfer shall be made effective as of the date hereof.

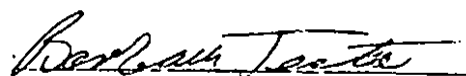
IN WITNESS WHEREOF, the Seller has caused his hand and seal to be affixed to this instrument this 26 day of June 2025.

Witness:



Stephen Marshall

Seller: Me Too Preschool, Inc.


By: _____ President

CORPORATE CERTIFICATE
OF
ME TOO PRESCHOOL INC

The undersigned, President and Secretary of Me Too Preschool, Inc (hereinafter the "Company") hereby certify as follows:

1. Attached hereto as Exhibit A is a true and correct copy of vote of the shareholders of the Company dated June 26, 2025, which votes have not been amended, rescinded or revoked and remain in full force and effect as of the date hereof.
3. Attached hereto as Exhibit B is a true and correct copy of the Articles of Incorporation and any amendments for the Company.
4. Attached hereto as Exhibit C is a true and correct copy of the Good Standing Certificate for the Company

IN WITNESS WHEREOF, I have hereunto set my hand on this 26 day of June, 2025

ME TOO PRESCHOOL, INC.


BY Barbara A. Testa, President and Secretary

Exhibit A
Corporate Vote

— • — •

ME TOO PRESCHOOL, INC.
Unanimous Consent of the Shareholders
in Lieu of a Meeting of the Shareholders

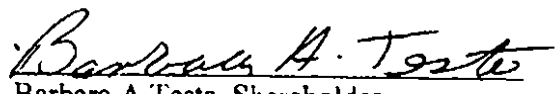
The undersigned, being the all the Shareholders of ME TOO PRESCHOOL, INC a Rhode Island Corporation (hereinafter referred to as the "Corporation"), pursuant to the applicable provisions of the General Laws of Rhode Island, as amended, hereby adopts the following in lieu of a meeting of the Shareholders:


Voted: That the Corporation, is authorized to enter into an asset purchase agreement with Wasi Ventures, Inc. to sell the assets of the Corporation and also provide seller financing in the amount of \$ 80,000.00. The Corporation shall also change its name to MTP Holdings, Inc. Also, in connection herewith, is authorized to execute, any and all documents as may be necessary to consummate the transaction contemplated (the "Closing Documents") as the same may be modified or amended from time to time with the approval of the President of the Corporation hereinafter named, such transaction and the Closing Documents to be on such terms and conditions as the President, in his discretion, shall deem necessary, advisable, appropriate and in the best interests of the Corporation.

Voted: That Barbara A Testa, President be, and he hereby is, authorized, empowered and directed to negotiate and execute, in the name and on behalf of the Corporation, the Closing Documents; to perform all obligations of the Corporation; and to do any and all things deemed necessary, desirable, convenient or advisable with respect to any matters contemplated by the foregoing resolution in order to effectuate the intent thereof.

Voted: That any actions taken prior to the date of this consent on behalf of the Corporation by such President that relate in any way to the authority granted by the foregoing resolutions be, and they hereby are, ratified, approved and confirmed in all respects.

This writing shall for all purposes be treated as a vote taken at a meeting of the Shareholders of the Corporation and shall be filed with the records of the meetings of the Shareholders.


Barbara A Testa, Shareholder


Kim A Testa Fortier, Shareholder

Effective as of the 26 day of June, 2025

Exhibit B

Articles of Incorporation

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is KIDS PLAY INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

CHILD CARE

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares ... 1,000,000
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or
(b) If more than one class: Total number of shares ...
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is 3 DRAPER RD LINCOLN RI 02865 (add Zip Code) and the name of its initial registered agent at such address is: BARBARA TESTA

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-5 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
BARBARA TESTA	3 DRAPER RD LINCOLN
ROSEMARY SEPE	16 LODGEPOLE LN GREENVILLE

NINTH. The name and address of each incorporator is:

Name	Address
SAME AS ABOVE	

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

AUGUST 1, 1990

Dated July 24, 1990

Rosemary Sepe
Barbara Testa

STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the Town of Providence
in said county this 21st day of July, A.D. 1970
then personally appeared before me Robert H. Lister
Gordon A. Lister

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Frankly C. Lister
Notary Public 6-30-71

6/26/70

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RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
JUL 24 11 50 AM '70

82-43737
JUL 24 1970

Filing Fee \$50.00

ID Number: 61246



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

RECEIVED
STATE
MAY 16 11 33 AM '02

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is ~~ME TOO PRESCHOOL, INC.~~ KIDS PLAY, INC.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 3/1/02, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

Change name of Corporation to ME TOO PRESCHOOL, INC.

3. The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none.")

<u>Class</u>	<u>Number of Shares</u>
<u>Common Stock</u>	<u>200</u>

FILED

MAY 21 2002

By AME
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5. The number of shares voted for such amendment was 200 ; and the number of shares voted against such amendment was 0

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
No change		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing
(not prior to, nor more than 30 days after the filing of these articles of amendment)

Date 5/14/02

KIDS PLAY, INC.

Print Corporate Name

By Barbara Testa
☒ President or ☐ Vice President (check one)

AND
By Barbara Testa
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Rhode Island
COUNTY OF Kent

In Warwick, on this 14th day of May, 2002 personally appeared before me Barbara Testa who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Alvin C. Baur
Notary Public Alvin C. Baur
My Commission Expires: 12/23

Filing Fee \$50.00

ID Number: 61266



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

RECEIVED
MAY 16 11 33 AM '02

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

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2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 3/1/02, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

Change name of Corporation to ME TOO PRESCHOOL, INC.

3. The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none.")

<u>Class</u>	<u>Number of Shares</u>
<u>Common Stock</u>	<u>200</u>

FILED

MAY 21 2002

By AME
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5. The number of shares voted for such amendment was 200; and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
No change		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing
(not prior to, nor more than 30 days after the filing of these articles of amendment)

Date: 5/14/02

KIDS PLAY, INC.

Print Corporate Name

By Barbara Testa
☒ President or ☐ Vice President (check one)

AND
By Barbara Testa
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Rhode Island
COUNTY OF Kent

In Warwick, on this 14th day of May, 2002 personally appeared before me Barbara Testa who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Alvin C. Burt
Notary Public Alvin C. Burt
My Commission Expires: 12/12

Filing Fee: \$50.00

ID Number: 61266



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FICTITIOUS BUSINESS NAME STATEMENT
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-1.1-7.1 or 7-18-9 of the General Laws, 1956, as amended, the undersigned corporation or limited liability company hereby submits the following statement for authority to transact business in the State of Rhode Island under a fictitious name:

1. The fictitious business name to be used is ME TOO PRESCHOOL, INC.
2. The legal name of the applicant corporation or limited liability company is KIDS PLAY, INC.
3. The state or territory under the laws of which it is incorporated or organized is Rhode Island
4. The date of incorporation or organization is August 1, 1990
5. The address of its registered office within Rhode Island is 114A Turnessa Drive, North Providence, Rhode Island 02904
6. If a corporation, the business in which it is engaged Childcare center
7. Applicant is otherwise authorized to do business in the State of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Dated October 1, 19 99

KIDS PLAY, INC.

(Name of Applicant Corporation or Limited Liability Company)

By Barbara A. Testa Pres.
(Signature of Officer for the Corporation) (Title)

Barbara A. Testa

or

By _____
(Authorized Person for the Limited Liability Company)

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RECEIVED
SECRETARY OF STATE
OCT 4 1999

FILED

OCT 4 1999

By 231325

Exhibit C

Good Standing Certificate



State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, Secretary of State

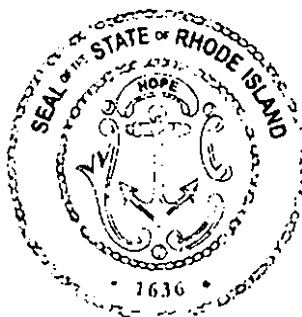
CERTIFICATE OF GOOD STANDING

I, Gregg M. Amore, Secretary of State and custodian of the seal and corporate records of the State of Rhode Island, hereby certify that:

ME TOO PRESCHOOL, INC.

is a Rhode Island Business Corporation organized on **August 01, 1990**. I further certify that revocation proceedings are not pending; articles of dissolution have not been filed; all annual reports are of record and the corporation is active and in good standing with this office.

This certificate is not to be considered as a notice of the corporation's tax status, financial condition or business practices; such information is not available from this office.



SIGNED and SEALED on

May 06, 2025

Secretary of State

Certificate Number: 25050020530

Verify this Certificate at: <http://business.sos.ri.gov/CorpWeb/Certificates/Verify.aspx>

Processed by: dantonelli



STATE OF RHODE ISLAND
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

RONALD DETHOMAS
2067 MINERAL SPRING AVE
NORTH PROVIDENCE, RI 02911

LETTER OF GOOD STANDING

It appears from our records that ME TOO PRESCHOOL, INC. has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. ME TOO PRESCHOOL, INC. is in good standing with the Rhode Island Division of Taxation as of 06/06/2022. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MAJOR SALE OF RI ASSETS

This letter of good standing is valid only for the specific reason listed above and is not valid for any other reason(s).

Very truly yours,

NICOLE BROADY
Supervising Revenue Officer

Neena Savage
Tax Administrator

050454453:23539736
DLN: 10019541554



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:

September 25, 2025 04:00 PM

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

Gregg M. Amore
Secretary of State

