



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

8529928
DAN SARFATI, ESQ.
2670 NE 215TH STREET
AVENTURA, FL 33180

07-02-2021

| DESCRIPTION | AMOUNT |
|--|----------|
| 6036394 - QC CLEARING LIMITED LIABILITY COMPANY 0102Y LLC | |
| Formation Fee | \$70.00 |
| Court Municipality Fee, Wilm. | \$20.00 |
| Expedite Fee, 24 Hour | \$50.00 |
| TOTAL CHARGES | \$140.00 |
| TOTAL PAYMENTS | \$140.00 |
| BALANCE | \$0.00 |



State of Delaware

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 P.O. BOX 898
 DOVER, DELAWARE 19903

8532991

SARFATI CORPORATE LAW, P.A.

2670 NE 215TH STREET

MIAMI, FL 33446

07-08-2021

| DESCRIPTION | AMOUNT |
|---|-----------------|
| 6036394 - QC CLEARING LIMITED LIABILITY COMPANY 8100 Certified Copy | |
| <i>Expedite Certified 24 Hour</i> | \$50.00 |
| 6036394 - QC CLEARING LIMITED LIABILITY COMPANY Entity Status - Short Form | |
| <i>Certification Fee</i> | \$50.00 |
| <i>Expedite Fee, 24 Hour</i> | \$40.00 |
| 6036394 - QC CLEARING LIMITED LIABILITY COMPANY 8100 Certified Copy - 1 Copies | |
| <i>Certification Fee</i> | \$50.00 |
| <i>Document Page Fee</i> | \$2.00 |
| TOTAL CHARGES | \$192.00 |
| TOTAL PAYMENTS | \$192.00 |
| BALANCE | \$0.00 |



State of Delaware

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 P.O. BOX 898
 DOVER, DELAWARE 19903

8553940
 DAN SARFATI
 9972 MARSALA WAY
 DELRAY, FL 33446

09-09-2021

| DESCRIPTION | AMOUNT |
|---|-----------------|
| 6036394 - QC CLEARING LIMITED LIABILITY COMPANY 8100 Certified Copy | |
| <i>Expedite Certified 24 Hour</i> | \$50.00 |
| 6036394 - QC CLEARING LIMITED LIABILITY COMPANY Entity Status - Short Form | |
| <i>Certification Fee</i> | \$50.00 |
| <i>Expedite Fee, 24 Hour</i> | \$40.00 |
| 6036394 - QC CLEARING LIMITED LIABILITY COMPANY 4800 Apostille 1 Copies | |
| <i>Apostille</i> | \$30.00 |
| 6036394 - QC CLEARING LIMITED LIABILITY COMPANY 8100 Certified Copy - 1 Copies | |
| <i>Certification Fee</i> | \$50.00 |
| <i>Document Page Fee</i> | \$2.00 |
| 6036394 - QC CLEARING LIMITED LIABILITY COMPANY 4800 Apostille 1 Copies | |
| <i>Apostille</i> | \$30.00 |
| TOTAL CHARGES | \$252.00 |
| TOTAL PAYMENTS | \$252.00 |
| BALANCE | \$0.00 |

**WRITTEN CONSENT
OF
THE
MANAGER AND MEMBER OF
QC CLEARING LIMITED LIABILITY COMPANY**

Each of the undersigned, being the manager (the "Manager") and sole member of **QC CLEARING LIMITED LIABILITY COMPANY**, a Delaware limited liability company (the "Company"), hereby consent to (this "Consent") and adopt each set of resolutions attached hereto, waives any required notice in connection therewith and approves the same effective as of September 9, 2021 (the "Effective Date") set forth above.

1. Ratification of Company's Operating Agreement

WHEREAS, Company filed its Certificate of Formation on June 25, 2021, with the Department of State for the State of Delaware, Division of Corporations; and,

WHEREAS, Justin D. Hertzberg, Manager for the Company and Director of QCL Quad Code USA Corporation, a Delaware corporation ("Sole Member") with its principal offices located at 16738 Cannes Street, Delray Beach, FL 33446, desire to ratify the Company's Operating Agreement attached hereto as "Exhibit A".

2. Funding & Capital Contribution

WHEREAS, Justin D. Hertzberg, Manager for the Company and QCL Quad Code USA Corporation, as Sole Member desire to open a bank account at time and with a financial institution determined by the Sole Member, to which account Justin D. Hertzberg shall act as a signatory; and,

WHEREAS, the, as Sole Member desire to make a capital contribution in the amount of Two Thousand Five Hundred U.S. Dollars and Zero Cents (\$2,500);

NOW, THEREFORE, BE IT RESOLVED, that the undersigned Sole Member, being all the Sole Member of the Company, consent to, agree to and acknowledge the following resolutions:

1. Ratification of Company's Operating Agreement

RESOLVED, Justin D. Hertzberg shall act as the Manager for the Company and QCL Quad Code USA Corporation, a Delaware corporation, as Sole Member ratifies the Company's Operating Agreement ("Exhibit A").

2. Funding and Capital Contribution.

FURTHER RESOLVED, Justin D. Hertzberg, Manager for the Company and QCL Quad Code USA Corporation, as sole member, desire to open a bank account at time and with a financial

QC Clearing Limited Liability Company Written Consent

institution determined by the Sole Member, and authorizes Justin D. Hertzberg shall act as a signatory; and,

RESOLVED, the, as Sole Member makes a capital contribution in the amount of Two Thousand Five Hundred U.S. Dollars and Zero Cents (\$2,500);

RESOLVED FURTHER, that the Manager of the Company be and is hereby authorized, empowered and directed to do all acts and things as may be necessary on the part of the Company to carry out the spirit and purpose of these resolutions, and to resolve in his, , all questions of method, form and detail, and to execute, acknowledge and file in the name and on behalf of the Company all such instruments and documents as may be deemed necessary or advisable in order to accomplish the purposes of these resolutions; and the Secretary or any Assistant Secretary of the Company be and each hereby is authorized and directed to attest any such instrument or instruments and to affix the corporate seal thereto.

3. General Ratification and Authorization

RESOLVED, that in addition to and without limiting the foregoing, the officers of the Company be, and each of them hereby is, directed and authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Company, all such instruments and documents as he or she may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be, by or under the direction of an officer of the Company) and all action heretofore taken by such officers and agents of the Company in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, adopted, approved, ratified and confirmed in all respects as the act and deed of the Company.

A facsimile copy of this Consent shall be deemed an original and any person may rely upon a facsimile copy of this Consent in determining the validity of the actions taken by the Company hereunder. This Consent may be executed in any number of counterparts, each of which will be deemed an original, and all of which together will constitute one and the same instrument.

The undersigned hereby direct that a copy of these resolutions be filed with the minutes of the proceedings of the Company.

[SIGNATURE PAGE FOLLOWS]

QC Clearing Limited Liability Company Written Consent

SOLE MEMBER

QCL QUAD CODE USA CORPORATION

By: Justin D. Hertzberg
Its: Director

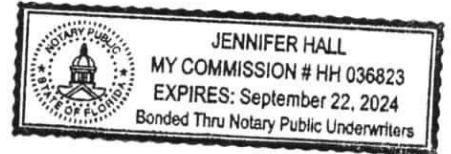
State of Florida)
) SS:
County of Palm Beach)

I CERTIFY that on September 9, 2021, Justin D. Hertzberg, either known to me personally, or presented a valid Driver's License # HH32424-81-141-0 came before me and stated to my satisfaction that:

- (a) is authorized to and did execute this instrument as Director of QCL QUAD CODE USA CORPORATION; and,
- (b) Executed this instrument as the act of the entity named in this instrument.

In witness whereof, I hereunto set my hand and official seals.

Jennifer Hall
[Name of Notary]



QC Clearing Limited Liability Company Written Consent

EXHIBIT A

QC CLEARING LIMITED LIABILITY COMPANY

OPERATING AGREEMENT, DATED SEPTEMBER 9, 2021

**LIMITED LIABILITY COMPANY OPERATING AGREEMENT
OF
QC CLEARING LIMITED LIABILITY COMPANY**

This Limited Liability Company Operating Agreement (this “**Agreement**”) of **QC Clearing Limited liability Company**, a Delaware limited liability company (the “**Company**”), is entered into by **QCL Quad Code USA Corporation**, a Delaware corporation, as the sole member (the “**Sole Member**” or “**Member**”) of the Company, effective as of the 9th day of September, 2021 (the “**Effective Date**”).

WHEREAS, the Company was formed as a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 1801, et seq.), as amended from time to time (the “**Act**”), by filing Certificate of Formation (the “**Certificate**”) with the Department of State of the State of Delaware, Division of Corporations, on June 25, 2021;

WHEREAS, on or around the Effective Date, the Company contributed (the “**QC Clearing Contribution**”) all of its membership interests of the Company to the Sole Member; and

WHEREAS, the Sole Member desires to adopt this Agreement as the operating agreement of the Company in order to establish certain rules and procedures to govern the conduct of the business and affairs of the Company.

NOW THEREFORE, the Sole Member hereby agrees to the following:

1. **Name.** The name of the limited liability company is QC Clearing Limited Liability Company. The business of the Company may be conducted under any other name deemed necessary or desirable by the Sole Member in order to comply with Delaware and applicable law.
2. **Purpose.** The Company is formed for the object and purpose of engaging in licensing technology, and the nature of the business to be conducted and promoted by the Company is specifically to license of proprietary software and to exercise any powers permitted to limited liability companies organized under the Act that are necessary or incidental to the foregoing.
3. **Registered Office; Registered Agent.** The address of the registered office of the Company is in the State of Florida, and has a post address of 16738 Cannes Street, Delray Beach, FL 33446. The name of the registered agent of the Company for service of process on the Company is Corporation Service Company (“**CSC**”) with a post address of 251 Little Falls Drive, Wilmington, DE, 19808.
4. **Member.** The name of the Sole Member is QCL Quad Code USA Corporation. The Sole Member was admitted as a Member of the Company upon the effectiveness of the QC Clearing Contribution (See “**QC Clearing Limited Liability Company Written Consent**” attached hereto as “Exhibit A”).
5. **Powers.** The business and affairs of the Company shall be managed by Justin D. Hertzberg (the “**Manager**”). The Manager shall have the power to do any and all acts necessary or

QC Clearing Limited Liability Company Operating Agreement

convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by members under the laws of the State of Florida. The Manager, as authorized by the Sole Member, shall execute, deliver and file any other certificates, instruments, notices, documents (and any amendments and/or restatements thereof) necessary for the Company to carry out and exercise any and all business and affairs of the Company and to perform other undertakings such as to qualify the Company to do business in any jurisdiction in which the Company may wish to conduct business.

6. **Officers.** The Manager may appoint one or more officers (“*Officers*”) of the Company and provide the power and authority that such Officers have.
7. **Capital Contributions.** The Sole Member has made a contribution to the Company as set forth on Exhibit “B” attached hereto and made a part hereof. The Sole Member may make such additional contributions to the Company as it deems necessary or advisable in connection with the business of the Company.
8. **Disregarded Entity.** The Company shall be treated as a disregarded entity of the Member within the meaning of Section 301.7701-3 of the Treasury Regulations promulgated under the Internal Revenue Code of 1986, as amended from time to time. As such, the Company shall not maintain capital accounts or allocate income, gain, deduction or loss to the Member.
9. **Distributions.** Distributions shall be made to the Sole Member at the times and in the aggregate amounts determined by the Sole Member. Notwithstanding any provision to the contrary contained in this Agreement, the Company shall not be required to make a distribution to the Sole Member on account of its membership interest in the Company if such distribution would violate the Act or any other applicable law.
10. **Liability of Member.** The Sole Member shall not have any liability for the obligations or liabilities of the Company except to the extent provided in the Act.
11. **Dissolution.** The Company shall dissolve its existence and its affairs shall be wound up in compliance with the Act by (a) written consent of the Sole Member, (b) any time there are no members of the Company by a person appointed to wind up the Company’s activities and affairs, unless the Company is continued in accordance with the Act, or (c) the entry of a decree of judicial dissolution under the Act (“*Event of Termination*”). Upon the Event of Termination, the Member, Officers or an authorized representative of the Company shall distribute the proceeds in the following order of priority, unless required by mandatory provisions of applicable law, (i) to pay all expenses, (ii) pay debts and creditors including expenses of liquidation, (iii) establishment of any reserve for any contingent or unforeseen liabilities or obligation, and (iv) lastly, to the Member. Upon compliance with the distribution plan, the Member or if there is no member an authorized representative of the Company, shall execute, acknowledge and cause to file articles of dissolution with the Department of State.
12. **Transfers.** The Sole Member may transfer all or any part of its membership interests to any Person pursuant to a written assignment instrument. For purposes hereof, “Person”

QC Clearing Limited Liability Company Operating Agreement

means any individual, partnership (whether general or limited), joint venture, limited liability company, corporation, trust, estate, association, government, nominee or other entity.

13. **Admission of Additional Members.** One or more additional Members of the Company may be admitted to the Company with the written consent of the Sole Member.
14. **Counterpart and Facsimile Signatures.** Actions taken by the Sole Member and Manager by written consent, pursuant to the Act, may be executed in one or more counterparts, all of which together shall constitute one and the same document and facsimile or electronic signatures shall have the same effect as original signatures.
15. **Governing Law.** This Agreement shall be governed by, and construed under, the laws of the State of Florida, as if executed in Delray Beach, Florida, all rights and remedies being governed by said laws.

SIGNATURES ON FOLLOWING PAGE

SOLE MEMBER

QCL QUAD CODE USA CORPORATION

By: Justin D. Hertzberg
Its: Director

State of Florida)

) SS:

County of Palm Beach)

I CERTIFY that on September 9th, 2021, Justin D. Hertzberg, either known to me personally, or presented a valid Driver's License # H1032-424-81-141-0 came before me and stated to my satisfaction that:

- (a) is authorized to and did execute this instrument as Director of QCL QUAD CODE USA CORPORATION; and,
- (b) Executed this instrument as the act of the entity named in this instrument.

In witness whereof, I hereunto set my hand and official seals.

Jennifer Hall
[Signature]
Name of Notary



IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Limited Liability Company Operating Agreement as of the day first above written.

QC CLEARING LIMITED LIABILITY COMPANY



By: Justin D. Hertzberg
Its: Manager

State of Florida)

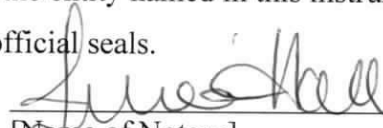
) SS:

County of Palm Beach)

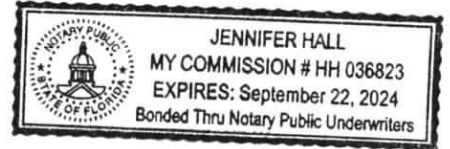
I CERTIFY that on September 9th, 2021, Justin D. Hertzberg, either known to me personally, or presented a valid Driver's License # H632-42481-141-0 came before me and stated to my satisfaction that:

- (a) is authorized to and did execute this instrument as Manager of QC Clearing Limited Liability Company; and
- (b) Executed this instrument as the act of the entity named in this instrument.

In witness whereof, I hereunto set my hand and official seals.



[Name of Notary]



ADDITIONAL SIGNATURE ON FOLLOWING PAGE

EXHIBIT "B"
CAPITAL CONTRIBUTIONS

| <u>Member Name</u> | <u>Capital Contribution</u> | <u>Membership Interests</u> |
|-------------------------------|-----------------------------|-----------------------------|
| QCL Quad Code USA Corporation | \$2,500 | 100% |
| Total Units: 10,000 | | |

STATE OF DELAWARE
 CERTIFICATE OF FORMATION
 OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is QC CLEARING LIMITED LIABILITY COMPANY

2. The Registered Office of the limited liability company in the State of Delaware is located at 251 Little Falls Drive (street), in the City of Wilmington, Zip Code 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company

By: 

Authorized Person

Name: Justin D. Hertzberg

Print or Type

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. *Country: United States of America*

This public document:

2. *has been signed by Jeffrey W. Bullock*

3. *acting in the capacity of Secretary Of State Of Delaware*

4. *bears the seal/stamp of Office Of Secretary Of State*

Certified

5. *at Dover, Delaware*

6. *ninth day of September, A.D. 2021*

7. *by Secretary of State, Delaware Department of State*

8. *No. 204122777*

9. *Seal/Stamp:*



10. *Signature:*


Jeffrey W. Bullock, Secretary of State

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "QC CLEARING LIMITED LIABILITY COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2021, AT 3:46 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

6036394 8100
SR# 20213203729

Authentication: 204122781
Date: 09-09-21

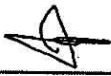
You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is QC CLEARING LIMITED LIABILITY COMPANY

2. The Registered Office of the limited liability company in the State of Delaware is located at 251 Little Falls Drive (street), in the City of Wilmington, Zip Code 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company

By:  _____
Authorized Person

Name: Justin D. Hertzberg
Print or Type

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. *Country: United States of America*

This public document:

2. *has been signed by Jeffrey W. Bullock*

3. *acting in the capacity of Secretary Of State Of Delaware*

4. *bears the seal/stamp of Office Of Secretary Of State*

Certified

5. *at Dover, Delaware*

6. *ninth day of September, A.D. 2021*

7. *by Secretary of State, Delaware Department of State*

8. *No.204122773*

9. *Seal/Stamp:*



10. *Signature:*


Jeffrey W. Bullock, Secretary of State

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QC CLEARING LIMITED LIABILITY COMPANY" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QC CLEARING LIMITED LIABILITY COMPANY" WAS FORMED ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2021.



Jeffrey W. Bullock, Secretary of State

6036394 8300

SR# 20213203729

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

Authentication: 204122772

Date: 09-09-21

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QCX LIMITED LIABILITY COMPANY" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MAY, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QCX LIMITED LIABILITY COMPANY" WAS FORMED ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.

A handwritten signature in black ink, appearing to read "JBULLOCK". Below the signature is a horizontal line, and underneath the line is the printed name "Jeffrey W. Bullock, Secretary of State".

Jeffrey W. Bullock, Secretary of State

5229787 8300

SR# 20222341485

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

Authentication: 203526211

Date: 05-26-22