

F150000003008

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

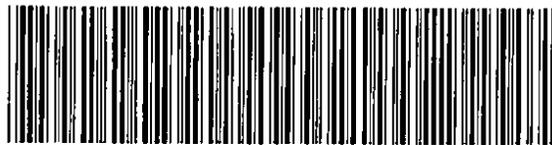
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

J DENNIS

SEP 28 2023

Office Use Only



100415198761

LED

2023 SEP 28 PM 12: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

2023 SEP 28 PM 3: 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Apo-Pharma USA, Inc.

Name of Corporation

DOCUMENT NUMBER: F15000003008

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donna Truong

Name of Contact Person

Davies Ward Phillips & Vineberg LLP

Firm/Company

900 Third Avenue, 24th Fl

Address

New York, NY 10022

City/State and Zip Code

dtruong@dwpv.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna Truong

at (212) 588-5558

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F15000003008

(Document number of corporation (if known))

1. Apo-Pharma USA, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. July 10, 2015

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? SubcoGx USA, Inc.

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent

Corporation Service Company

1201 Hays Street

(Florida street address)

New Registered Office Address:

Tallahassee

Florida 32301

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

FILED
2023 SEP 28 PM 12:12
DEPARTMENT OF STATE

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Director, CFO, Treasurer	Jonathan Grauman	1180 Avenue of the Americas, Floor 8	<input checked="" type="checkbox"/> Add
		New York, NY 10036	<input type="checkbox"/> Remove
Secretary	Benita Hemm	1180 Avenue of the Americas, Floor 8	<input checked="" type="checkbox"/> Add
		New York, NY 10036	<input type="checkbox"/> Remove
Treasurer, CFO, Director	Gordon Fahner	150 Signet Drive	<input type="checkbox"/> Add
		Toronto, ON M9L 1T9 CA	<input checked="" type="checkbox"/> Remove
Secretary	Roberta Loomar	2400 North Commerce Parkway Suite 400	<input type="checkbox"/> Add
		Weston, FL 33326	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Benita Hemm

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Benita Hemm

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

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 AMENDMENT OF "APO-PHARMA USA, INC.", CHANGING ITS NAME FROM "APO-PHARMA USA, INC." TO "SUBCOGX USA, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JULY, A.D. 2023, AT 1:06 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4834418 8100
SR# 20233604361

Authentication: 204266150
Date: 09-28-23

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

**CERTIFICATE OF AMENDMENT TO
THE CERTIFICATE OF INCORPORATION OF
APO-PHARMA USA, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

Apo-Pharma USA, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (hereinafter called the "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent of its members, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that, subject to the approval of the Corporation's sole stockholder, the Certificate of Incorporation be amended by deleting the FIRST Article and replacing it in its entirety with the following text:

"The name of this corporation shall be SubcoGx USA, Inc. (the "Corporation")."

FURTHER RESOLVED, that the Amendment is hereby declared advisable to the Corporation's sole stockholder; and

FURTHER RESOLVED, that, upon the Corporation obtaining the approval of its sole stockholder, any officer of the Corporation is hereby authorized to execute and deliver a certificate of amendment to the Certificate of Incorporation to effect the foregoing amendment [...]."

SECOND: That thereafter, by unanimous written consent, the Corporation's sole stockholder approved said amendment as adopted by the Board of Directors.

THIRD: That the above amendment was duly adopted in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

[The remainder of this page is intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, Apo-Pharma USA, Inc. has caused this certificate to be signed by its Chief Financial Officer and Treasurer this 10th day of July, 2023.

APO-PHARMA USA, INC.

by Jonathan Grauman

Name: Jonathan Grauman

Title: Chief Financial Officer and
Treasurer