

F16000002496

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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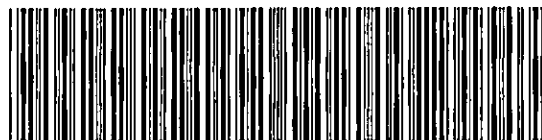
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2023 APR 17 PM 2:12

Psomagen, Inc.
1330 Piccard Dr.
Rockville, MD 20850

April 1st, 2023

Dear whom it may concern,

This is a formal letter requesting a change of the state of incorporation. As of March 31st, 2023, Psomagen, Inc has been converted from a Maryland Corporation to a Delaware Corporation. Our tax ID(EIN)#, DUNS # and ownership remain the same. If you have any further questions regarding the change, please feel free to contact us at the information below:

Psomagen, Inc.
1330 Piccard Dr.
Rockville, MD 20850
Tel) 301-251-1007 ext) 106
Fax)301-251-4006

Tax ID: 20-1950326

Thank you for your prompt attention.

Sincerely,



Joonho Rhee
CFO, Psomagen, Inc.

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: PSOMAGEN, INC.

Name of Corporation

DOCUMENT NUMBER: F16000002496

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOONHO RHEE, CFO

Name of Contact Person

PSOMAGEN, INC.

Firm/Company

1330 PICCARD DRIVE STE 103

Address

ROCKVILLE, MD 20850

City/State and Zip Code

JOONHO.RHEE@PSOMAGEN.COM

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

For further information concerning this matter, please call:

JOONHO RHEE

at (301) 251-1007

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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)

F16000002496

(Document number of corporation (if known))

1. PSOMAGEN, INC.
(Name of corporation as it appears on the records of the Department of State)
2. MARYLAND 3. MAY 31, 2016
(Incorporated under laws of) (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? _____
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.

DELAWARE

(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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(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

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>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input 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.



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

CFO

JOONHO RHEE

(Typed or printed name of person signing)

(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 CONVERSION OF A MARYLAND CORPORATION
UNDER THE NAME OF "PSOMAGEN, INC." TO A DELAWARE CORPORATION,
FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2023,
AT 4:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE
AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF
MARCH, A.D. 2023 AT 8 O'CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

7364521 8100F
SR# 20231249913

Authentication: 203055200
Date: 03-31-23

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


**CERTIFICATE OF CONVERSION
TO DELAWARE CORPORATION
OF
PSOMAGEN, INC.
(a Maryland corporation)
TO
PSOMAGEN, INC.
(a Delaware corporation)**

This Certificate of Conversion to Delaware Corporation, dated as of March 31, 2023 (this "Certificate"), is being duly executed and filed by the undersigned to convert PSOMAGEN, INC., a Maryland corporation (the "Maryland Corporation"), to Psomagen, Inc., a Delaware corporation, under the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101, et seq. (the "DGCL").

1. The Maryland Corporation was first incorporated as a Maryland corporation under the name "MACROGEN CORP." by the filing of its Articles of Incorporation with the Department of Assessments and Taxation of the State of Maryland on December 2, 2004. Immediately prior to its conversion to a Delaware corporation, the Maryland Corporation was organized as a Maryland corporation under the laws of the State of Maryland.
2. Immediately prior to filing this Certificate the name of the Maryland Corporation was PSOMAGEN, INC. and the Maryland Corporation was a Maryland corporation.
3. The name of the Delaware corporation into which the Maryland Corporation shall be converted as set forth in its certificate of incorporation as filed in accordance with Section 265(b) of the DGCL is "Psomagen, Inc."
4. This Certificate shall be effective at 8:00 p.m. EST on March 31, 2023.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.

**PSOMAGEN, INC.,
a Maryland corporation**

By: 
Name: Su Hong
Title: President

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PSOMAGEN, INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2023, AT 4:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2023 AT 8 O'CLOCK P.M.



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

7364521 8100F
SR# 20231249913

Authentication: 203055200
Date: 03-31-23

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

**CERTIFICATE OF INCORPORATION
OF
PSOMAGEN, INC.
(a Delaware corporation)**

I, the undersigned and the incorporator of Psomagen, Inc., a Delaware corporation, do hereby certify as follows:

FIRST. The name of the corporation is Psomagen, Inc. (the “Corporation”).

SECOND. The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware, Postal Code 19801. The name of the Corporation’s registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is:

- (1) to own, maintain and operate a scientific analysis, research and development business; and to engage in any other lawful purpose and business; and
- (2) to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of capital stock which the Corporation shall have authority to issue is 50,000,000 shares of common stock, par value \$0.10 per share (“Common Stock”).

(a) Voting Rights. Except as may otherwise be provided in this Certificate of Incorporation of the Corporation (as the same may be amended or amended and restated, this “Certificate of Incorporation”) or by applicable law, each holder of Common Stock, as such, shall be entitled to one (1) vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote.

(b) Liquidation Rights. Subject to applicable law, in the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them. A merger or consolidation of the Corporation with or into any other corporation or other entity, a conversion of the Corporation or a sale or conveyance of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation, dissolution or winding up of the Corporation and the distribution of assets to its stockholders) shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (b).

(c) Preemptive Rights. If and for so long as any of the shares of capital stock of the Corporation or depositary receipts representing shares of capital stock of the Corporation (“Depositary Receipts”) are listed on the Korea Exchange (the “KRX”), each Pro Rata Holder (as defined below) shall, subject to the provisions of this paragraph (c), have the right to purchase its pro rata share of the shares of Common

Stock (or securities convertible or exchangeable into shares of Common Stock) ("**New Shares**") which the Corporation may from time to time issue, provided, however, that shares of Common Stock (or securities convertible or exchangeable into shares of Common Stock) to be issued in connection with any stock split, stock dividend, conversion, subdivision, exchange, reclassification, recapitalization or otherwise and allocated to each holder of record of shares of Common Stock on a pro rata basis shall not be deemed to be "New Shares" and shall not be subject to the provisions of this paragraph (c). The pro rata share of the New Shares which each Pro Rata Holder shall be entitled to purchase shall be the fraction as determined by dividing (i) the number of shares of Common Stock held by such Pro Rata Holder by (ii) the number of shares of Common Stock held by all Pro Rata Holders, in each case, as of the record date fixed by the Board for such determination, or if no record date for such determination has been fixed by the Board, as of the date on which a Notice of Issuance (as defined below) has been given by the Corporation with respect to such New Shares (the "**Pro Rata Determination Date**"). "**Pro Rata Holder**" means each holder of record of shares of Common Stock as of the applicable Pro Rata Determination Date.

(1) The Corporation shall give written notice of any scheduled issuance or sale of New Shares ("**Notice of Issuance**") to each Pro Rata Holder at least fifteen (15) business days before the scheduled issuance or sale dates for the issuance or sale of New Shares. The Notice of Issuance shall specify the major terms of the scheduled issuance or sale such as expected per-share sales price, etc.

(2) For the period of fifteen (15) business days following the giving of the Notice of Issuance (the "**Exercise Period**"), each Pro Rata Holder shall have the right to exercise its right to purchase its pro rata share of the New Shares referenced in the Notice of Issuance by giving written notice of such exercise to the Corporation within the Exercise Period.

(3) If a Pro Rata Holder fails to exercise or waives its right to purchase in whole or in part under this paragraph (c), the Corporation may complete any scheduled issuance or sale of shares of New Shares for which Pro Rata Holders did not exercise such rights on the terms not more disadvantageous to the Corporation than those specified in the Notice of Issuance (excluding the case where the number of New Shares scheduled to be issued or sold is decreased by the Corporation) to such person or persons as the Board may deem appropriate; provided, that such issuance or sale shall be completed within sixty (60) days from the end of the Exercise Period. If the Corporation fails to issue or sell such New Shares during such period, the Corporation shall follow again the procedures specified in this paragraph (c).

(4) Notwithstanding the above provisions of this paragraph (c), the Corporation may issue or sell New Shares in the following instances without complying with paragraphs (c)(1) through (c)(3) above, as determined by resolution of the Board:

(A) New Shares issued or sold by means of a general public offering to the extent not exceeding fifty percent (50%) of the total issued and outstanding shares of Common Stock;

(B) New Shares issued or sold as a result of the exercise of rights, options or warrants;

(C) New Shares issued or sold for the purpose of attaining managerial objectives such as introduction of new technology or improvement of the Corporation's financial structure to the extent not exceeding twenty percent (20%) of the total number of issued and outstanding shares of Common Stock;

(D) New Shares issued or sold in relation to any subscription of such New Shares by the underwriters or the depository, as the case may be, in connection with the listing of the Depositary Receipts on the KRX;

(E) New Shares issued or sold for the issuance of Depositary Receipts; or

(F) New Shares issued or sold to (i) financial institutions domiciled in the US, Korea or other jurisdictions, (ii) institutional investors from the US, Korea or other jurisdictions, (iii) companies in a business or strategic alliance relationship, (iv) joint venture companies, (v) funds, including private equity funds, from the US, Korea or other countries or (vi) other entities with similar nature as those specified in (i) through (v) as determined by the Board to the extent not exceeding twenty percent (20%) of the total number of issued and outstanding shares of Common Stock.

FIFTH. Board of Directors.

(a) Management. The business and affairs of the Corporation shall be managed by or under the direction of the Board. Subject to the applicable laws of the State of Delaware, the total number of directors constituting the entire Board shall be not less than three (3) and not more than ten (10), with the then authorized number of directors being fixed from time to time by resolution of the Board. Directors need not be stockholders.

(b) Removal of Directors. Unless a greater vote is required by applicable Delaware law, any director or the entire Board may be removed, with or without cause and solely by the affirmative vote of a Supermajority of Stockholders (as defined below). For purposes of this Certificate of Incorporation, a "**Supermajority of Stockholders**" means the holders of at least two-thirds (2/3) of total voting power of the stockholders of the Corporation present in person or by proxy at a meeting of stockholders at which a quorum is present; provided, however, that notwithstanding the foregoing, and to the fullest extent permitted by Delaware law, if, and for so long as, any of the shares of capital stock of the Corporation or Depositary Receipts are listed on the KRX, "**Supermajority of Stockholders**" shall mean the holders of at least (i) two-thirds (2/3) of total voting power of the stockholders of the Corporation present in person or by proxy at a meeting of stockholders at which a quorum is

present and (ii) one-third (1/3) of the total number of issued and outstanding shares of capital stock of the Corporation.

(c) Vacancies. Newly created directorships resulting from an increase in the authorized number of directors or any vacancies on the Board resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of the holders of at least a majority in voting power of the stockholders of the Corporation present in person or by proxy at a meeting of stockholders at which a quorum is present. Any director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced and until his or her successor shall be elected and qualified, subject to such director's earlier death, resignation, disqualification or removal.

(d) Independent Outside Director(s). The Corporation may have independent outside directors on the Board, provided, that, if and for so long as any of the shares of capital stock of the Corporation or Depositary Receipts are listed on the KRX, the Corporation shall have at least two (2) independent outside directors on the Board and the number of outside directors shall be not less than one-fourth (1/4) of the total number of directors. Any person falling under any of the following subparagraphs shall be prohibited from becoming an independent outside director of the Corporation and shall no longer qualify as an independent outside director and shall cease to be a director when he or she is found to fall under any of the following subparagraphs after appointment as an independent outside director:

- (1) a person who is a director, an officer or an employee (referring to a person who is regularly engaged in the Corporation's business, and hereinafter the same shall apply) of the Corporation or its affiliate or worked as a director, an officer, a statutory auditor or an employee for the Corporation or its affiliate within the preceding two (2) years;
- (2) if the Corporation's largest stockholder is an individual, such stockholder and his/her spouse and lineal ascendants and descendants;
- (3) if the Corporation's largest stockholder is a company, a director, a statutory auditor, an officer or an employee of such company;
- (4) a spouse, lineal ascendants or descendants of a director, a statutory auditor or an officer of the Corporation;
- (5) a director, a statutory auditor, an officer or an employee of a subsidiary of the Corporation;
- (6) a director, a statutory auditor, an officer or an employee of a company that is in an important business relationship with the Corporation; or
- (7) a director, a statutory auditor, an officer or an employee of a company in which the director, officer or employee of the Corporation works as a director or an officer.

(e) No Written Ballot. Unless and except to the extent that the bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

(f) Attendance. Members of the Board, or any committee designated by the Board, may participate in a meeting of such Board, or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

SIXTH. Resolution Requiring the Affirmative Vote of Supermajority of Stockholders.

In addition to any affirmative vote required by the applicable laws of the State of Delaware and/or this Certificate of Incorporation, if and for so long as any of the shares of capital stock of the Corporation or Depositary Receipts are listed on the KRX, the affirmative vote of a Supermajority of Stockholders shall be required to authorize:

- (a) Any amendment, alteration or repeal of the bylaws of the Corporation;
- (b) Any amendment to this Certificate of Incorporation including, without limitation, any reclassification of shares by subdividing or combining the outstanding shares of any class or series of capital stock into a greater or lesser number of outstanding shares of capital stock;
- (c) Any removal of a director with or without cause;
- (d) Any agreement of merger providing for the merger of the Corporation with or into any other entity, including, without limitation, the merger of the Corporation with or into a single direct or indirect wholly-owned subsidiary of the Corporation as contemplated by Section 251(g) of the General Corporation Law of the State of Delaware;
- (e) Any sale, lease or exchange of all or substantially all of the Corporation's property and assets, including its goodwill and its corporate franchises, provided that for purposes of this paragraph (e) only, the property and assets of the Corporation include the property and assets of any subsidiary of the Corporation, provided, further, that for purposes of this paragraph (e) only, "subsidiary" means any entity wholly-owned and controlled, directly or indirectly by the Corporation and includes, without limitation, corporations, partnerships, limited partnerships, limited liability partnerships, limited liability companies, and/or statutory trusts;
- (f) Any spin-off of the Corporation;
- (g) Any repurchase or redemption of shares of capital stock of the Corporation or Depositary Receipts (including the acquisition period therefor), other than (i) shares of capital stock of the Corporation or Depositary Receipts issued in accordance with any stock option or equity plan of the Corporation or the relevant agreement as to treasury shares (which such shares shall not be retired upon repurchase or redemption), or (ii) shares of capital stock of the Corporation or Depositary Receipts (directly or indirectly) acquired through the KRX (if and for so long as any shares of capital stock of the Corporation or Depositary Receipts are listed on the KRX), out of amounts legally available therefor;
- (h) Any reduction in the capital of the Corporation or any retirement of issued but not outstanding shares of capital stock of the Corporation (including the class

and the total number of shares of capital stock of the Corporation to be retired and the total value of the shares to be retired);

(i) The dissolution of the Corporation;

(j) Any issuance by the Corporation of bonds or debentures entitling the holder thereof to acquire shares of capital stock of the Corporation ("**Equity-Linked Corporate Bonds**") to non-stockholders of the Corporation unless such Equity-Linked Corporate Bonds are issued (i) by the authorization of the Board in the following instances: (1) in a public offering conducted in accordance with the laws, rules and regulations for shares or Depositary Receipts listed on the KRX; (2) to financial or strategic investors, institutional investors, companies in a business alliance relationship, joint venture companies, restructuring fund or other entities with similar nature as determined by the Board; or (3) any third party for the managerial purpose such as introduction of new technology or the improvement of the Corporation's financial structure; in each of the cases stipulated in (1) through (3), to the extent the aggregate issue amount does not exceed \$200,000,000 (on the basis of issuance), or (ii) after compliance with paragraphs (c)(1) through (3) of Article FOURTH of this Certificate of Incorporation, provided that references to "New Shares" in such paragraphs shall for purposes of this clause (ii) be deemed to be references to "Equity-Linked Corporate Bonds"; and

(k) Acquisition of the whole business of another company or acquisition of a part of another company's business that has material effect on the business of the Corporation.

In addition to any affirmative vote required by the applicable laws of the State of Delaware and/or the Certificate of Incorporation, the affirmative vote of the holders of at least a majority in voting power of the stockholders of the Corporation present in person or by proxy at a meeting of stockholders at which a quorum is present shall, if and for so long as any shares of capital stock of the Corporation or Depositary Receipts are listed on the KRX, be required for the Corporation to: (1) fix the ceiling amount of compensation for directors (including severance pay, if any); (2) appoint the Statutory Auditor; (3) approve the audited financial statements of the Corporation; (4) fix the ceiling amount of remuneration for the Statutory Auditor (including retirement benefits, if any); and (5) declare and pay a dividend on shares of the Corporation's capital stock (other than a spin-off of the Corporation, which shall instead be governed by paragraph (f) above).

SEVENTH. Indemnification.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, or any part thereof, if the person acted in good faith and in a manner the person

reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) Any indemnification under Article SEVENTH of this Certificate of Incorporation (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Article SEVENTH of this Certificate of Incorporation. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (i) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iv) by the Stockholders.

(c) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article SEVENTH.

(d) The indemnification and advancement of expenses provided by, or granted pursuant to, the other paragraphs of this Article SEVENTH of this Certificate of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, bylaw, agreement, vote of Stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

(e) For purposes of this Article SEVENTH, references to "**the Corporation**" shall include, in addition to the resulting or surviving corporation, any other constituent corporation (including any constituent of a constituent) that is not the resulting or surviving corporation in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article SEVENTH with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(f) For purposes of this Article SEVENTH, references to “**other enterprises**” shall include employee benefit plans; references to “**finances**” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “**serving at the request of the Corporation**” shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “**not opposed to the best interests of the Corporation**” as referred to in this Article SEVENTH.

(g) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article SEVENTH shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation are granted subject to the rights reserved in this Article EIGHTH. The Board shall not have the power to adopt, amend or repeal the Bylaws of the Corporation.

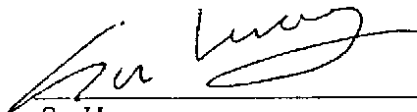
NINTH. If and for so long as any of the shares of capital stock of the Corporation or Depositary Receipts are listed on the KRX, appraisal rights under Section 262 of the General Corporation Law of the State of Delaware shall be available for the shares of any class or series of stock of the Corporation to the fullest extent permitted by Section 262(c) of the General Corporation Law of the State of Delaware, as amended from time to time.

TENTH. The name and mailing address of the incorporator are Su Hong, 1330 Piccard Dr Suite 103, Rockville, MD 20850 USA.

ELEVENTH. This Certificate of Incorporation shall be effective at 8 p.m. Eastern Standard Time (EST), on March 31, 2023.

[Signature Page Follows]

The undersigned incorporator hereby acknowledges this certificate of incorporation is his act and deed on this 31st day of March, 2023.

A handwritten signature in black ink, appearing to read 'Su Hong', written over a horizontal line.

Su Hong
Incorporator