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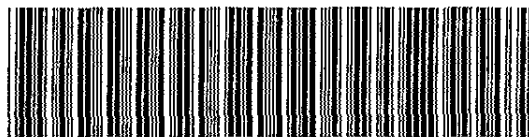
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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Amended and Restated Articles of Incorporation
of Molecular Meds, Inc.

DOCUMENT NUMBER: L03000024039

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William D. Meadow
(Name of Person)

Molecular Meds, Inc.
(Name of Firm/ Company)

7950 Jones Island Trail
(Address)

Jacksonville FL 32256
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

William D. Meadow at (904) 571-5718
(Name of 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
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 8, 2004

WILLIAM D. MEADOW
MOLECULAR MEDS, INC.
7950 JAMES ISLAND TRAIL
JACKSONVILLE, FL 32256

SUBJECT: MOLECULAR MEDS, INC.
Ref. Number: P03000074071

We have received your document for MOLECULAR MEDS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Maryanne Dickey
Document Specialist

Letter Number: 104A00001314

Articles of Amendment to
Articles of Incorporation of

Molecular Meds, Inc

(Name of corporation as currently filed with the Florida Dept. of State)

PD3000074071

(Document number of corporation, if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its articles of incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See Attached document

04 JAN 26 AM 11:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 12/26/03

Effective date, if applicable: 12/26/03
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of December, 2003.

Signature William D. Meadow
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

William D. Meadow
(Typed or printed name of person signing)

Chairman
(Title of person signing)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOLECULAR MEDS, INC.**

Molecular Meds, Inc., a Florida corporation, pursuant to §§ 607.1005 and 607.1007, Florida Statutes, hereby files these Amended and Restated Articles of Incorporation.

1. On July 7, 2003, Articles of Incorporation for the corporation were originally filed. The corporation was assigned document number P03000074071.

2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

Pursuant to the Florida Business Corporation Act Chapter 607, Florida Statutes (2003) ("FBCA"), as amended from time to time, the following are adopted as the Articles of Incorporation of the corporation:

ARTICLE I

Name and Duration

The name of the Corporation is Molecular Meds, Inc. The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 7950 James Island Trail, Jacksonville, Duval County, Florida 32256.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 7950 James Island Trail, Jacksonville, Duval County, Florida 32256. The name of the registered agent at such address is William D. Meadow.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the FBCA.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the FBCA.

ARTICLE V

Capital Stock

1. Authorized Capital

The total number of shares of all classes of capital stock which the Corporation has the authority to issue is twenty million (20,000,000) shares of which ten million (10,000,000) shall be Preferred Stock, eight million (8,000,000) shall be voting Common Stock, and two million (2,000,000) shall be non-voting Common Stock, all stock having a par value of \$0.0001 per share.

Any amendment to these Articles of Incorporation which shall increase or decrease the authorized capital stock of the Corporation may be adopted by the affirmative vote of the holders of capital stock representing not less than a majority of the voting power represented by the outstanding shares of capital stock of the Corporation entitled to vote, subject to the voting rights of the holders of Preferred Stock of the Corporation which may be designated from time to time by the Board of Directors of the Corporation.

2. Common Stock

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Common Stock shall be governed by the following provisions:

(a) Identical Rights. Except as otherwise provided herein, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(b) Voting Rights. Except as otherwise required by law or as otherwise provided herein, on all matters submitted to the Corporation's stockholders generally, the holders of Common Stock shall be entitled to one vote per share.

(c) Dividends. When and as dividends or other distributions are declared, whether payable in cash, in property or in securities of the Corporation, the holders of shares of Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions, provided that if dividends or other distributions are declared which are payable in shares of Common Stock, such dividends or other distributions shall be declared payable at the same rate for all holders of Common Stock and the dividends payable in shares of Common Stock will be payable to holders of Common Stock. Notwithstanding the foregoing, so long as any shares of Preferred Stock or Non-Voting Preferred Stock ranking senior to the Common Stock as to dividends are outstanding, no dividends or distributions (including redemptions) may be paid on the Common Stock unless all dividends on such Preferred Stock or Non-Voting Preferred Stock shall have been paid.

(d) Conversion. The holders of shares of Common Stock shall not have any rights to convert such shares into shares of any other class or series of capital stock of the Corporation.

(e) Redemption. Holders of Common Stock have no redemption or preemptive rights and are not liable for calls or assessments.

(f) Liquidation Rights. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, subject to the prior payment in full of all liabilities of the Corporation and any liquidation preference of shares of Preferred Stock and Non-Voting Preferred Stock of the Corporation, the holders of shares of Common Stock shall be entitled to share, equally and ratably among all holders of Common Stock, in all remaining assets after payment of such liabilities and preferences. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purpose of this paragraph (f).

3. Preferred Stock

The Board of Directors is expressly authorized to provide for the issuance of all or any shares of Preferred Stock and Non-Voting Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the FBCA, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

ARTICLE VI

Designation of Rights and Preferences of Shares of Series "A" Preferred Stock

The following rights are conferred upon all shares of Series A Preferred Stock of the Corporation:

1. Dividend Rights.

(a) The holders of shares of Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of funds legally available therefore, preferential cash dividends, accruing from the date of issuance, a rate of 0%, and no more, payable annually on December 31 of each year (the "dividend period").

(b) The Corporation shall not (i) declare or pay or set apart for payment any dividends or distributions on any stock ranking as to dividends junior to the Series A Preferred Stock (other than dividends paid in shares of such junior stock) or (ii) make any

purchase or redemption of, or any sinking fund payment for the purchase or redemption of, any stock ranking as to dividends junior to the Series A Preferred Stock (other than a purchase or redemption made by issue or delivery of such junior stock) unless all dividends payable on all outstanding shares of Series A Preferred Stock shall have been paid in full or declared and a sufficient sum set apart for payment thereof; provided, however, that any moneys theretofore deposited in any sinking fund with respect to any preferred stock of the Corporation in compliance with the provisions of such sinking fund may thereafter be applied to the purchase or redemption of such preferred stock in accordance with the terms of such sinking fund regardless of whether at the time of such application all dividends payable on all outstanding shares of Series A Preferred Stock shall have been paid in full or declared and a sufficient sum set apart for payment thereof.

(c) All dividends declared on shares of Series A Preferred Stock and any other class of preferred stock or series thereof ranking on a parity as to dividends with the Series A Preferred Stock shall be declared pro-rata, so that the amounts of dividends declared per share on the Series A Preferred Stock and such other preferred stock for the same dividend period, or for the dividend period of the Series A Preferred Stock ending within the dividend period of such other stock, shall, in all cases, bear to each other the same ratio that accrued dividends per share on the shares of Series A Preferred Stock and such other stock bear to each other.

2. Anti-Dilution Upon Subsequent Issue.

In the event Company shall decide to issue additional Shares, it shall so notify all Shareholders of such decision. All existing Shareholders shall enjoy a right of first refusal to acquire such additional Shares in accordance with the terms set forth in the Notice to Issue Additional Shares on a pro rata basis, determined by each party's proportionate ownership interest of all outstanding Shares, including Shares issuable upon conversion of Preferred Shares to Common, if applicable, and exercise of vested options or warrants held by Shareholders, if any. In the event any Shareholder elects not to acquire its proportionate interest, the remaining Shareholders shall be entitled to acquire such interest on a pro rata basis as described above. Any Shareholder electing to exercise this right of first refusal shall notify the Company within thirty (30) days of receipt of the Company's Notice to Issue Additional Shares. All Shares not acquired by existing Shareholders pursuant to this right of first refusal may then be placed for sale by Company to Third Party purchasers.

3. Demand Registration.

(a) **Registration on Request.** At any time, upon written request by the Shareholders of at least a majority (by number of shares) of the Registrable Securities, the Company shall utilize its best reasonable efforts to cause, as soon as practicable following the date of such notice, a registration statement to be filed under the Securities Act or a pending registration statement to be amended for the purpose of registering the Registrable Securities for resale by the requesting Shareholders in accordance with the intended method of disposition stated in such request; provided that the Company shall not be required to effect any registration pursuant to this Article VI, § 3., on more than three (3) separate occasions. Each request for a demand registration shall specify the approximate number of Registrable Securities requested to be registered and the anticipated per share price range for such offering. The Company shall give all other Shareholders written notice of such written request within ten (10) days thereof and give all other Shareholders the opportunity to request that their Registrable Securities be included in the registration statement filed with the SEC. No request for registration may be made pursuant to this Article VI, § 3., unless the Registrable Securities requested to be registered on behalf of requesting Shareholders total at least 25% of the aggregate number of Registrable Securities have a market value (based upon the closing price of such Registrable Securities quoted on the securities exchange or over-the-counter quotation system on which such Registrable Securities are listed or quoted, as the case may be, on the trading day immediately preceding any request pursuant to this Article VI, § 3.) of at least \$25 million at the close of the last trading day prior to such request.

(b) **Registration Statement Form.** Registrations under Article VI, § 3., shall be on such appropriate registration form of the SEC as shall permit the disposition of such Registrable Securities in accordance with the intended method or methods of disposition specified in the request for such registration and as shall be permitted under the Securities Act.

(c) **Effective Registration Statement.** A registration requested pursuant to Article VI, § 3., shall be deemed to have been effected if a registration statement with respect thereto has become effective, provided that a registration statement which does not become effective after the Company has filed a registration statement with respect thereto solely by reason of the refusal by the Shareholders to proceed (other than a refusal to proceed based upon the written advice of counsel relating to a material matter regarding the Company) shall be deemed to have been effected by the Company at the request of such Shareholders, unless (i) after it has become effective, such registration

statement becomes subject to any stop order, injunction or other order or requirement of the Commission or other governmental agency or court for any reason, other than by reason of an act or omission attributable to such Shareholders with respect thereto; provided that upon the lifting of any such order registration will be deemed to be effective, or (ii) unless the conditions to closing specified in the purchase agreement or underwriting agreement entered into in connection with such registration are not satisfied, other than by reason of an act or omission attributable to such Shareholders.

(d) Selection of Underwriters. If a requested registration pursuant to Article VI, § 3., involves an underwritten public offering, the managing or lead underwriter shall be selected by the Company and shall be reasonably acceptable to the Shareholders of at least a majority (by number of shares) of the Registrable Securities as to which registration has been requested, which shall not unreasonably withhold its acceptance of any such underwriters, and one co-managing or co-lead underwriter shall be selected by the Shareholders of at least a majority (by number of shares) of the Registrable Securities as to which registration has been requested and shall be reasonably acceptable to the Company, which shall not unreasonably withhold its acceptance of any such co-managing or co-lead underwriter.

(e) Priority on Demand Registrations. If a requested registration pursuant to Article VI, § 3., involves an underwritten public offering and the managing or lead underwriter advises the Company in writing, with a copy to each Shareholder requesting registration, that in its opinion the number of securities requested to be included in such registration (including securities to be sold by the Company or by other persons who are not Shareholders of Registrable Securities) exceeds the number of securities which can be sold in an orderly manner in such offering within a price range acceptable to the Shareholders of at least a majority (by number of shares) of the Registrable Securities to be included in such registration without adversely affecting the marketability of the offering, the Company shall include in such registration prior to the inclusion of any securities which are not Registrable Securities the number of Registrable Securities requested to be included which in the opinion of such underwriters can be sold in an orderly manner within the price range of such offering, pro rata among the respective Shareholders thereof on the basis of the amount of Registrable Securities requested by each such Shareholder to be included in such offering.

(f) Restrictions on Demand Registration. The Company shall not be obligated to effect any registration pursuant to Article VI, § 3., during any of the following periods: (i) 30 days prior to the anticipated commencement of an

underwritten public offering by the Company of its equity securities and 90 days subsequent to the consummation of such underwritten public offering unless, in the good faith judgment of the managing or lead underwriter or underwriters thereof, which is confirmed in writing, such filing would not have an adverse effect on such offering, (ii) if such filing is prohibited by applicable law or (iii) if the Company determines in good faith that the filing or effectiveness of such registration statement would require the Company to disclose a material financing, acquisition or other corporate transaction or development, and the proper officers of the Company shall have determined in good faith that such disclosure is not in the best interests of the Company, provided that the Company may not delay the filing or effectiveness of any registration statement pursuant to Article VI, § 3.(f), for more than an aggregate of 180 days in any twelve-month period; provided, further, that the Company shall file the registration statement and cause it to become effective as soon as reasonably practicable after it shall determine in its good faith judgment that such registration will not materially interfere with or materially adversely affect the financing, acquisition or other corporate transaction or development.

4. Right of Co-Sale ("Tag-A-Long").

In the event a Shareholder disposes of Shares in accordance with the provisions of a duly executed or joined Shareholders Agreement with the Corporation ("Selling Shareholder"), the other Shareholders shall have the right to sell a proportionate number of shares of capital stock to the third party acquiring the Selling Shareholder's Shares, on the same terms as outlined in the Notice, in accordance with the following procedure:

i. The Selling Shareholder shall, prior to sale, give written notice to each other Shareholder of its right of co-sale.

ii. Each other Shareholder shall have ten (10) days to determine if it desires to sell Shares to the third party acquiring the Selling Shareholder's Shares.

iii. If any other Shareholder elects to sell pursuant to this Article VI, § 4., it shall have the right to sell a number of Shares of the total number of Shares to be sold that is proportionate to its interest in all outstanding Shares (determined on a fully-diluted basis).

ARTICLE VII

Management of the Corporation

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
- (2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.
- (4) The holders of a class or series of Preferred Stock may from time to time be entitled to elect one or more directors in the manner prescribed in the Resolution authorizing the issuance of such class or series of Preferred Stock.
- (5) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to the Florida Business Corporations Act or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VI by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.
- (6) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the FBCA, these Articles of Incorporation, and any By-Laws adopted by the stockholders;

provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

ARTICLE VIII

Meetings of Stockholders

Meetings of stockholders may be held within or without the State of Florida, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the FBCA) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE IX

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

William D. Meadow

7950 James Island Trail
Jacksonville, Florida 32256

ARTICLE X

Board of Directors

(a) The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
William D. Meadow	7950 James Island Trail Jacksonville, FL 32256

ARTICLE XI

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XIII

Indemnification


The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XIV

Transfer of Shares

These Amended and Restated Articles of Incorporation have been approved and adopted by the Board of Directors, have been duly executed, and are being filed in accordance with Section 607.1005 of the Florida Statutes.

The undersigned, being a Director and the incorporator of the corporation, has executed these Amended and Restated Articles of Incorporation on December 26, 2003.



William D. Meadow