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Account Number : 075500004387  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MOFFITT GENETICS CORPORATION

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE AS TO SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

I HEREBY ACKNOWLEDGE as the duly elected and qualified Secretary of Moffitt Genetics Corporation (the "Corporation") the following:

That these Second Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation at a duly called meeting on June 1, 2017 pursuant to Section, 607.1007, Florida Statutes; and

That these Second Amended and Restated Articles of Incorporation were approved by the H. Lee Moffitt Cancer Center and Research Institute, Inc., the sole Shareholder of the Corporation entitled to vote thereon, by action by written consent dated July 31, 2017 pursuant to Sections 607.1007 and 607.0704, Florida Statutes; and

That the number of votes cast in all instances was sufficient for approval.

MOFFITT GENETICS CORPORATION

By: \_\_\_\_\_

L. David de la Parte  
Secretary

Date: \_\_\_\_\_

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a for profit corporation under the provisions of Chapter 607, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation shall be changed from Moffitt Genetics Corporation, to M2Gen, Corp.

**ARTICLE II**

**CORPORATE PURPOSES**

The Corporation is organized and shall be operated to support the development of a delivery system for personalized cancer care, and for any other lawful purpose permitted by Chapter 607, Florida Statutes.

**ARTICLE III**

**POWERS AND LIMITATION ON POWERS OF THE CORPORATION**

1. Powers. The Corporation shall have all of the corporate powers provided by law and in furtherance of and only limited by the purposes described in Article II of these Articles.
2. Limitations on Powers. The Corporation shall not have the power to convey, lease, pledge or otherwise encumber assets of the State of Florida.

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**ARTICLE IV****CAPITAL STOCK**

The maximum number of shares this Corporation is authorized to issue is 100 with a par value of \$1.00 per share, all of which shall be Common Shares.

**ARTICLE V****DURATION**

The Corporation shall have perpetual existence.

**ARTICLE VI****MANAGEMENT**

1. Subject to the limitations set forth in these Articles, the affairs of the Corporation shall be managed by a Board of Directors selected and appointed as provided in the Bylaws. The exact number of board members shall be as set forth in the Bylaws of the Corporation. Directors shall have only one (1) vote, shall serve a term of one (1) year and may be reappointed to the Board.

2. The officers of the Corporation shall be the President/Chief Executive Officer, one or more Vice-Presidents, a Secretary and Treasurer. These officers shall be elected by majority vote of the Board. Any other officers shall be selected and appointed as provided in the Bylaws.

**ARTICLE VII****SHAREHOLDER AUTHORITY**

The shareholders of the Corporation shall have the following powers exercised by majority vote as set forth in the Bylaws:

1. Approve, disapprove or recommend the adoption, change, amendment or repeal of the Articles of Incorporation of the Corporation;

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2. Approve, disapprove or recommend the adoption, change, amendment or repeal of the Bylaws of the Corporation;
3. Approve, disapprove or remove any member of the Board of Directors or officer of the Corporation as provided in the Bylaws;
4. Approve, disapprove or recommend the dissolution of the Corporation and disposition of any and all assets of the Corporation; and
5. Approve, disapprove or recommend the selection of a qualified audit firm and the annual operating and capital budgets of the Corporation.

#### ARTICLE VIII

#### INCORPORATOR

The name and address of the Incorporator of the Corporation is:

H. Lee Moffitt Cancer Center and Research Institute, Inc.  
12902 Magnolia Drive  
Tampa, Florida 33612

#### ARTICLE IX

#### BYLAWS AND ARTICLES OF INCORPORATION

The Bylaws of the Corporation may be adopted, altered, amended or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended or repealed, and in all instances, only upon approval of the shareholders; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing either by mail or through electronic means, including but not limited to email and board portals, to each Director and each shareholder of the Corporation at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

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The Articles of Incorporation may only be amended by vote of the shareholders, at a regular or special meeting of the shareholders or by the shareholders having the requisite number of votes signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

#### ARTICLE X

##### REGISTERED OFFICE AND REGISTERED AGENT

The above-named Incorporator, desiring to organize the Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at the offices of the General Counsel of the Corporation and hereby designates said General Counsel as Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until a successor is selected. The street and mailing address of the principal office of the Corporation shall be 10902 North McKinley Drive, Tampa, Florida, 33612.

#### ARTICLE XI

##### INDEMNIFICATION

The indemnification of any Director, officer or employee of the Corporation, or any former Director, officer or employee of the Corporation shall be as provided by law and as agreed to by the Corporation in any shareholders agreement.

#### ARTICLE XII

##### EMPLOYEES

Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.

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IN WITNESS WHEREOF, the undersigned has subscribed his or her name under seal  
this 14th day of December, 2006.

H. LEE MOFFITT CANCER CENTER  
AND RESEARCH INSTITUTE, INC.

/s/ William S. Dalton  
Chief Executive Officer & Center Director

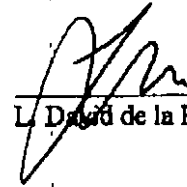
IN WITNESS WHEREOF, the undersigned has subscribed his or her name under seal  
this 9th day of April, 2014.

MOFFITT GENETICS CORPORATION

/s/ L. David de la Parte  
Secretary

IN WITNESS WHEREOF, the undersigned has subscribed his or her name under seal  
this 31<sup>st</sup> day of July, 2017.

MOFFITT GENETICS CORPORATION



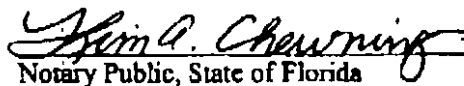
L. David de la Parte, Secretary

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State  
aforesaid and in the County aforesaid to take acknowledgements, personally appeared L. David  
de la Parte, who is personally known to me or has produced  
as identification, and who executed the Second Amended and Restated Articles of  
Incorporation, and acknowledged before me that he executed the Second Amended and Restated  
Articles of Incorporation as a free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 31  
day of JULY, 2017.



  
Notary Public, State of Florida  
Print, type or stamp  
name: KIM A. CHEARNING

My Commission Expires: \_\_\_\_\_  
Serial No., if any \_\_\_\_\_