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Conversion

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05/04/22--01014--004 **35.00

A. RAMSEY
MAY - 5 2022

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MAY - 5 2022

2022 MAY - 3 AM 9:30

FILED

ALEXANDER BUSINESS LAW PLLC

April 25, 2022

VIA FEDEX EXPRESS

Annette Ramsey
Secretary of State
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Articles and Certificate of Conversion for Nonagen, Inc.

Dear Annette:

Enclosed please find: (A) the signed Articles of Conversion, and (B) the signed Certificate of Conversion for Nonagen, Inc. converting from a Florida Corp. to a Foreign Entity; and (B) a check in the amount of \$35.00, payable to the Florida Department of State Division of Corporations, for the filing fees.

Please file the Articles of Conversion and send notification of same to me at Alexander Abramson, PLLC, 11602 Lake Underhill Rd. Suite 102, Orlando, FL 32825.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,



Kim Tupper
Legal Assistant to
Edward R. Alexander, Esq.

Encl.

FILED

ARTICLES OF CONVERSION

2022 MAY -3 AM 9:31

for the conversion of

NONAGEN BIOSCIENCE CORPORATION

a Florida corporation,
into

NONAGEN BIOSCIENCE CORPORATION

a Delaware corporation.

Nonagen Bioscience Corporation, a Florida corporation (the "**Corporation**"), files these Articles of Conversion pursuant to §§607.11930(1) and 607.11933, Florida Statutes, to convert the Corporation into a Delaware corporation, and states as follows:

1. The name of the Corporation is Nonagen Bioscience Corporation, a Florida corporation. It was formed on January 14, 2011.
2. At the effective date set forth below, the Corporation shall be converted into Nonagen Bioscience Corporation, a Delaware corporation, in accordance with the Plan of Conversion and Certificate of Conversion and the Certificate of Incorporation attached hereto.
3. The Plan of Conversion and Certificate of Conversion was unanimously approved by the shareholders and the board of directors of the Corporation in accordance with §607.11932, Florida Statutes.
4. The principal office and mailing address of the Corporation is 10129 Lake Lamar Court, Jacksonville, Florida 32256.
5. The effective date of the conversion and of these Articles of Conversion shall be the date of filing.

Executed at and as of February 24, 2022.

Nonagen Bioscience Corporation

By: _____

Charles J. Rosser

Charles Rosser, CEO

CERTIFICATE OF CONVERSION
for the conversion of
NONAGEN BIOSCIENCE CORPORATION
a Florida corporation,
into
NONAGEN BIOSCIENCE CORPORATION
a Delaware corporation.

Nonagen Bioscience Corporation, a Florida corporation (the "**Company**"), hereby adopts this Certificate of Conversion pursuant to §265(c), Delaware General Company Law, to convert the Company into a Delaware corporation, and states as follows:

1. The Company is a Florida corporation formed on January 14, 2011.
2. Prior to the filing of this Certificate of Conversion, the name of the Company as filed with the state of Florida Division of Corporations is Nonagen Bioscience Corporation.
3. The name of the Company, as of the filing of this Certificate of Conversion and as set forth in the Certificate of Incorporation, shall be Nonagen Bioscience Corporation.

Executed at and as of February 24, 2022.

Nonagen Bioscience Corporation

By: Charles J. Rosser
Charles Rosser, CEO