

P14000022784

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ZYVERSA THERAPEUTICS, INC.**

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May 10, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ZYVERSA THERAPEUTICS, INC.
2200 N COMMERCE PARKWAY, SUITE 208
WESTON, FL 33326

SUBJECT: ZYVERSA THERAPEUTICS, INC.
REF: P14000022784

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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) 245-6050.

Diane Cushing
Senior Section Administrator

FAX Aud. #: B22000166701
Letter Number: 822A00010680

*Please see attached amendment
Which has been updated.*

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
ZYVERSA THERAPEUTICS, INC.

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The Articles of Incorporation, as amended, of Zyversa Therapeutics, Inc. a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, and such amendments are as follows:

FIRST: The penultimate sentence of Subsection 4.1.1 of the section captioned "Creation and Terms of Series A Preferred Stock" (such section, the "Series A Preferred Stock Designation Section") which was added at the end of Article IV of the Corporation's Articles of Incorporation, as amended, by the Articles of Amendment filed on March 29, 2022 is hereby deleted and replaced with the following sentence:

"The "Series A Conversion Price" shall initially be equal to \$2.78 per share."

SECOND: Clause (i) of the definition of "Exempted Securities" in Subsection 4.4.1(c) of the Series A Preferred Stock Designation Section is hereby deleted and replaced with the following:

"(i) shares of Common Stock, Options or Convertible Securities issued as a dividend or distribution on Preferred Stock, and Options issued to purchasers of shares of Series A Preferred Stock in connection with their purchase of such shares in the Corporation's offering thereof which was commenced in March 2022;"

ADOPTION OF AMENDMENT: The foregoing amendments were approved by the Board of Directors of the Corporation on April 20, 2022 and by the written consent of shareholders of the Corporation given on May 6, 2022 in accordance with Section 607.0704 of the Florida Business Corporation Act. The number of shares of the Corporation's Common Stock, acting alone as a class, Series A Preferred Stock, acting alone as a class, and Common Stock and Series A Preferred Stock, acting together, in each case, for which written consent was given in favor of the amendments was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this 9th day of May 2022.

ZYVERSA THERAPEUTICS, INC.



By: _____
Steven C. Glover,
Chairman and Chief Executive Officer