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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PAN MEDICAL US CORPORATION**

Pan Medical US Corporation, a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "*Florida Corporation Act*"), hereby certifies that:

1. The Corporation (as defined below) was originally incorporated pursuant to the Florida Corporation Act on April 7, 2014, under the name "Pan Medical US Corporation"
2. This Amended and Restated Articles of Incorporation has been duly adopted by the Corporation's Board of Directors in accordance with applicable provisions of the Florida Corporation Act.
3. This Amended and Restated Articles of Incorporation has been approved by the holders of the requisite number of shares of this Corporation in accordance with the Florida Corporation Act.
4. The Corporation's Articles of Incorporation are hereby integrated, amended and restated to read as follows:

ARTICLE I

The name of this corporation is Pan Medical US Corporation (the "*Corporation*").

ARTICLE II

The address of the registered office of the Corporation in the State of Florida is 100 2nd Avenue South, Suite 701, St. Petersburg, FL 33701 and the name of the registered agent at that address is Robert Kapusta, Jr.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Corporation Act.

ARTICLE IV

A. Classes of Stock. The Corporation is authorized to issue two classes of capital stock to be designated, respectively, "*Common Stock*" and "*Preferred Stock*." The total number of shares of capital stock authorized to be issued is 10,000,000 shares. 8,000,000 shares shall be Common Stock, par value \$0.001 per share, and 2,000,000 shares shall be Preferred Stock, par value \$0.001 per share, 1,000,000 of which shall be designated as "Series A Convertible

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Preferred Stock" (the "*Series A Preferred Stock*"), 1,000,000 of which shall be designated as "Series B Convertible Preferred Stock" (the "*Series B Preferred Stock*").

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Division B of Article IV.

1. Dividend Provisions. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the Original Issuance Price (as defined below) applicable to such class or series of capital stock and (B) multiplying such fraction by an amount equal to such Original Issue Price; provided that, if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the Corporation, the dividend payable to the holders of Preferred Stock pursuant to this Section 1 shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest Preferred Stock dividend. The "*Original Issue Price*" shall mean, with respect to the Series A Preferred Stock, \$2.463794 per share (the "*Series A Original Issue Price*"), with respect to the Series B Preferred Stock, \$5.24839 per share (the "*Series B Original Issue Price*"), in each case subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Preferred Stock.

2. Liquidation Preference.

(a) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary (a "*Liquidation Event*"), before any distribution or payment shall be made to the holders of Series A Preferred Stock or Common Stock, the holders of Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation legally available for distribution, or the consideration received in such transaction, an amount per share of Series B Preferred Stock equal to the Original Issue Price thereof plus all declared and unpaid dividends on the Series B Preferred Stock. If, upon any such liquidation, dissolution, or winding up, the assets of the Corporation (or the consideration received in such transaction) shall be insufficient to make payment in full to all holders of Series B Preferred Stock of the liquidation preference set forth in this Subsection 2(a), then such assets (or consideration) shall be distributed among the holders of Series B Preferred Stock at the time outstanding, ratably in proportion to the full preferential amounts to which they would otherwise respectively be entitled under this Subsection 2(a).

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(b) After the payment of the full liquidation preference of the Series B Preferred Stock as set forth in Subsection 2(a), before any distribution or payment shall be made to the holders of Common Stock, the holders of Series A Preferred Stock shall be entitled to be paid out of the assets of the Corporation legally available for distribution, or the consideration received in such transaction, an amount per share of Series A Preferred Stock equal to the Original Issue Price thereof plus all declared and unpaid dividends on the Series A Preferred Stock. If, upon any such liquidation, dissolution, or winding up, the assets of the Corporation (or the consideration received in such transaction) shall be insufficient to make payment in full to all holders of Series A Preferred Stock of the liquidation preference set forth in this Subsection 2(b), then such assets (or consideration) shall be distributed among the holders of Series A Preferred Stock at the time outstanding, ratably in proportion to the full preferential amounts to which they would otherwise respectively be entitled under this Subsection 2(b).

(c) After the payment of the full liquidation preference of the Series A Preferred Stock as set forth in Subsection 2(b), the assets of the Corporation legally available for distribution (or the consideration received in such transaction), if any, shall be distributed to the holders of Series A Preferred Stock and Common Stock pro rata, on an as-converted to Common Stock basis.

(d) An Acquisition or Asset Transfer shall constitute a Liquidation Event for all purposes hereunder. For the purposes of this Subsection 2(d): (i) "**Acquisition**" shall mean (A) any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such consolidation, merger or reorganization in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, continue to hold at least a majority of the voting power of the surviving entity in substantially the same proportions (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such consolidation, merger or reorganization; or (B) any transaction or series of related transactions to which the Corporation is a party in which in excess of 50% of the Corporation's voting power is transferred; provided that, an Acquisition shall not include any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Corporation or any successor or indebtedness of the Corporation is cancelled or converted or a combination thereof; and (ii) "**Asset Transfer**" shall mean a sale, lease, exclusive license or other disposition of all or substantially all of the assets of the Corporation.

(e) In any Acquisition or Asset Transfer, if the consideration to be received is securities of a corporation or other property other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors on the date such determination is made.

3. Redemption. The Preferred Stock is not redeemable.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "**Conversion Rights**"):

(a) Optional Conversion. Subject to and in compliance with the provisions of this Section 4, any shares of Preferred Stock may, at the option of the holder, be

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converted at any time into fully-paid and non-assessable shares of Common Stock. The number of shares of Common Stock to which a holder of Preferred Stock shall be entitled upon conversion shall be the product obtained by multiplying the applicable Preferred Conversion Rate then in effect (determined as provided in Subsection 4(b)) by the number of shares of Preferred Stock being converted. Upon the occurrence of a Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Preferred Stock.

(b) Preferred Conversion Rate. The "*Preferred Conversion Rate*" shall mean, with respect to the Series A Preferred Stock, the quotient obtained by dividing the Series A Original Issue Price by the Series A Preferred Conversion Price and, with respect to the Series B Preferred Stock, the quotient obtained by dividing the Series B Original Issue Price by the Series B Preferred Conversion Price in each case calculated as provided in Subsection 4(c).

(c) Preferred Conversion Price.

(i) The "*Series A Preferred Conversion Price*" shall initially mean, with respect to the Series A Preferred Stock, the Series A Preferred Original Issue Price.

(ii) The "*Series B Preferred Conversion Price*" shall initially mean, with respect to the Series B Preferred Stock, the Series B Original Issue Price.

(iii) The Series A Preferred Conversion Price and the Series B Preferred Conversion Price are collectively referred to hereunder as the "*Preferred Conversion Price*."

(iv) The applicable Preferred Conversion Price hereunder shall be adjusted from time to time in accordance with this Section 4 and all references to such Preferred Conversion Price shall mean the Preferred Conversion Price as so adjusted.

(d) Mechanics of Conversion. Each holder of Preferred Stock who desires to convert some or all of the same into shares of Common Stock pursuant to this Section 4 shall surrender the certificate or certificates therefore, duly endorsed, at the office of the Corporation or any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same. Such notice shall state the number and series of shares of Preferred Stock being converted and the holder's name or the names of the nominees in which such holder wishes the certificate or certificates to be issued. Thereupon, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay in cash (at the Common Stock's fair market value determined by the Board of Directors as of the date of conversion) the value of any fractional share of Common Stock otherwise issuable to any holder of Preferred Stock. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Preferred Stock to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

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(e) Adjustments to Series B Preferred Conversion Price for Diluting Issues.

(i) Special Definitions. For purposes of this Subsection 4(e), the following definitions shall apply:

(A) "Option" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(B) "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock, but excluding Options.

(C) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Subsection 4(e)(iii) below, deemed to be issued) by the Corporation after the Original Issue Date (as defined below), other than (1) the following shares of Common Stock and (2) shares of Common Stock deemed issued pursuant to the following Options and Convertible Securities (clauses (1) and (2), collectively, "Exempted Securities"):

(1) shares of Common Stock, Options or Convertible Securities issued as a dividend or distribution on Preferred Stock;

(2) shares of Common Stock, Options or Convertible Securities issued by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that is covered by Subsections 4(f), 4(g), 4(h) or 4(i);

(3) shares of Common Stock or Options issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries pursuant to a plan, agreement or arrangement approved by the Board of Directors of the Corporation;

(4) shares of Common Stock or Convertible Securities actually issued upon the exercise of Options or shares of Common Stock actually issued upon the conversion or exchange of Convertible Securities, in each case provided such issuance is pursuant to the terms of such Option or Convertible Security;

(5) shares of Common Stock, Options or Convertible Securities issued to banks, equipment lessors or other financial institutions, or to real property lessors, pursuant to a debt financing, equipment leasing or real property leasing transaction approved by the Board of Directors of the Corporation;

(6) shares of Common Stock, Options or Convertible Securities issued to suppliers or third party service providers in connection with the provision of goods or services pursuant to transactions approved by the Board of Directors of the Corporation;

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(7) shares of Common Stock, Options or Convertible Securities issued pursuant to the acquisition of another corporation by the Corporation by merger, purchase of substantially all of the assets or other reorganization or to a joint venture agreement, provided that such issuances are approved by the Board of Directors of the Corporation;

(8) shares of Common Stock or Convertible Securities issued in connection with any public offering of the Corporation's securities; and

(9) shares of Common Stock, Options or Convertible Securities issued in connection with sponsored research, collaboration, technology license, development, OEM, marketing or other similar agreements or strategic partnerships approved by the Board of Directors of the Corporation.

(ii) No Adjustment of Series B Preferred Conversion Price. No adjustment in the Series B Preferred Conversion Price shall be made as the result of the issuance or deemed issuance of Additional Shares of Common Stock if the Corporation receives written notice from the holders of at least a majority of the then outstanding shares of Series B Preferred Stock, agreeing that no such adjustment shall be made as the result of the issuance or deemed issuance of such Additional Shares of Common Stock,

(iii) Deemed Issue of Additional Shares of Common Stock.

(A) If the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities (excluding Options or Convertible Securities which are themselves Exempted Securities) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto, assuming the satisfaction of any conditions to exercisability, convertibility or exchangeability but without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date.

(B) If the terms of any Option or Convertible Security, the issuance of which resulted in an adjustment to the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, pursuant to the terms of this Subsection 4(e), are revised as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase or decrease in the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any such Option or Convertible Security or (2) any increase or decrease in the consideration payable to the Corporation upon such exercise, conversion and/or exchange, then, effective upon such increase or decrease becoming effective, the Series B Preferred

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Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, computed upon the original issue of such Option or Convertible Security (or upon the occurrence of a record date with respect thereto) shall be readjusted to such Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, as would have obtained had such revised terms been in effect upon the original date of issuance of such Option or Convertible Security. Notwithstanding the foregoing, no readjustment pursuant to this clause (B) shall have the effect of increasing the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, to an amount which exceeds the lower of (i) the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, in effect immediately prior to the original adjustment made as a result of the issuance of such Option or Convertible Security, or (ii) the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, that would have resulted from any issuances of Additional Shares of Common Stock (other than deemed issuances of Additional Shares of Common Stock as a result of the issuance of such Option or Convertible Security) between the original adjustment date and such readjustment date.

(C) If the terms of any Option or Convertible Security (excluding Options or Convertible Securities which are themselves Exempted Securities), the issuance of which did not result in an adjustment to the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, pursuant to the terms of this Subsection 4(e) (either because the consideration per share (determined pursuant to Subsection 4(e)(v)) of the Additional Shares of Common Stock subject thereto was equal to or greater than the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, then in effect, or because such Option or Convertible Security was issued before the Original Issue Date), are revised after the Original Issue Date as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security or (2) any decrease in the consideration payable to the Corporation upon such exercise, conversion or exchange, then such Option or Convertible Security, as so amended or adjusted, and the Additional Shares of Common Stock subject thereto (determined in the manner provided in Subsection 4(e)(iii)(A)) shall be deemed to have been issued effective upon such increase or decrease becoming effective.

(D) Upon the expiration or termination of any unexercised Option or unconverted or unexchanged Convertible Security (or portion thereof) which resulted (either upon its original issuance or upon a revision of its terms) in an adjustment to the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, pursuant to the terms of Subsection 4(e)(iv), the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, shall be readjusted to such Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the

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case may be, as would have obtained had such Option or Convertible Security (or portion thereof) never been issued.

(E) If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, is calculable at the time such Option or Convertible Security is issued or amended but is subject to adjustment based upon subsequent events, any adjustment to the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price provided for in this Subsection 4(e)(iii) shall be effected at the time of such issuance or amendment based on such number of shares or amount of consideration without regard to any provisions for subsequent adjustments (and any subsequent adjustments shall be treated as provided in clauses (B) and (C) of this Subsection 4(e)(iii)). If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, cannot be calculated at all at the time such Option or Convertible Security is issued or amended, any adjustment to the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion, as the case may be, that would result under the terms of this Subsection 4(e)(iii) at the time of such issuance or amendment shall instead be effected at the time such number of shares and/or amount of consideration is first calculable (even if subject to subsequent adjustments), assuming for purposes of calculating such adjustment to the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, that such issuance or amendment took place at the time such calculation can first be made.

(iv) Adjustment of Series B, B-1 or B-2 Preferred Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Original Issue Date issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Subsection 4(e)(iii), without consideration or for a consideration per share less than the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, in effect immediately prior to such issue, then such Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, shall be reduced, concurrently with such issue, to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula: $CP_2 = CP_1 * (A + B) / (A + C)$. For purposes of the foregoing formula, the following definitions shall apply:

(A) "CP₂" shall mean the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, in effect immediately after such issue of Additional Shares of Common Stock;

(B) "CP₁" shall mean the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price or Series B-2 Preferred Conversion Price, as the case may be, in effect immediately prior to such issue of Additional Shares of Common Stock;

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(C) "A" shall mean the number of shares of Common Stock outstanding immediately prior to such issue of Additional Shares of Common Stock (treating for this purpose as outstanding all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such issue or upon conversion or exchange of Convertible Securities (including the Preferred Stock) outstanding (assuming exercise of any outstanding Options therefore) immediately prior to such issue);

(D) "B" shall mean the number of shares of Common Stock that would have been issued if such Additional Shares of Common Stock had been issued at a price per share equal to CP1 (determined by dividing the aggregate consideration received by the Corporation in respect of such issue by CP₁); and

(E) "C" shall mean the number of such Additional Shares of Common Stock issued in such transaction.

(v) Determination of Consideration. For purposes of this Subsection 4(e), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(A) Cash and Property: Such consideration shall:

(1) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest;

(2) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors of the Corporation; and

(3) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (1) and (2) above, as determined in good faith by the Board of Directors of the Corporation.

(B) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Subsection 4(e)(iii), relating to Options and Convertible Securities, shall be determined by dividing: (i) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by (ii) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the

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conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

(C) Multiple Closing Dates. In the event the Corporation shall issue on more than one date Additional Shares of Common Stock that are a part of one transaction or a series of related transactions and that would result in an adjustment to the Series B Conversion Price pursuant to the terms of Subsection 4(c)(iv) then, upon the final such issuance, the Series B Conversion Price shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period).

(f) Adjustment for Stock Splits and Combinations. If at any time or from time to time after the date the Series B-1 Preferred Stock is first issued (the "*Original Issue Date*") the Corporation effects a subdivision of the outstanding Common Stock without a corresponding subdivision of the Preferred Stock, each Preferred Conversion Price in effect immediately before the subdivision shall be proportionately decreased. Conversely, if at any time or from time to time after the Original Issue Date, the Corporation combines the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of the Preferred Stock, each Preferred Conversion Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this Subsection 4(f) shall become effective at the close of business on the date the subdivision or combination becomes effective.

(g) Adjustment for Common Stock Dividends and Distributions. If at any time or from time to time after the Original Issue Date, the Corporation pays a dividend or other distribution in additional shares of Common Stock, each Preferred Conversion Price then in effect shall be decreased as of the time of such issuance, as provided below:

(i) The Preferred Conversion Price shall be adjusted by multiplying the Preferred Conversion Price then in effect by a fraction: (A) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance, and (B) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of Common Stock issuable in payment of such dividend or distribution;

(ii) If the Corporation fixes a record date to determine which holders of Common Stock are entitled to receive such dividend or other distribution, the Preferred Conversion Price shall be fixed as of the close of business on such record date and the number of shares of Common Stock shall be calculated immediately prior to the close of business on such record date; and

(iii) If such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Preferred Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Preferred Conversion Price shall be adjusted pursuant to this Subsection 4(g) to reflect the actual payment of such dividend or distribution.

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(h) Adjustment for Reclassification, Exchange and Substitution. If at any time or from time to time after the Original Issue Date, the Common Stock issuable upon the conversion of the Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a Liquidation Event or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 4), in any such event each holder of Preferred Stock shall then have the right to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of shares of Common Stock into which such shares of Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(i) Reorganizations, Mergers or Consolidations. If at any time or from time to time after the Original Issue Date, there is a capital reorganization of the Common Stock or the merger or consolidation of the Corporation with or into another corporation or another entity or person (other than an Acquisition or Asset Transfer or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 4), as a part of such capital reorganization, provision shall be made so that the holders of Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Corporation to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of Preferred Stock after the capital reorganization to the end that the provisions of this Section 4 (including adjustment of each Preferred Conversion Price then in effect and the number of shares issuable upon conversion of each series of Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(j) Certificate of Adjustment. In each case of an adjustment or readjustment of any Preferred Conversion Price for the number of shares of Common Stock or other securities issuable upon conversion of the applicable series of Preferred Stock, if such Preferred Stock is then convertible pursuant to this Section 4, the Corporation, at its expense, shall, as promptly as reasonably practicable but in no event later than ten (10) days thereafter, compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of such series of Preferred Stock entitled to such adjustment or readjustment at the holder's address as shown in the Corporation's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based.

(k) Notices of Record Date. Upon (i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Acquisition or other capital reorganization of the Corporation, any reclassification or recapitalization of the

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capital stock of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any Asset Transfer, or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Preferred Stock at least ten (10) days prior to the record date specified therein a notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date on which any such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up is expected to become effective, (C) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up, and (D) the amount per share and character of such exchange applicable to each series of the Preferred Stock and the Common Stock.

(I) Automatic Conversion.

(i) Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock, based on the Series A Preferred Conversion Price then in effect upon the earlier of (A) the date specified by vote or written consent or agreement of the holders of at least a majority of the then-outstanding shares of Series A Preferred Stock, or (B) immediately upon the closing of a Qualified Public Offering (as defined below). Upon such automatic conversion, any declared and unpaid dividends shall be paid in accordance with the provisions of Subsection 4(d).

(ii) Each share of Series B Preferred Stock, Series B-1 Preferred Stock and Series B-2 Preferred Stock shall automatically be converted into shares of Common Stock, based on the Series B Preferred Conversion Price, Series B-1 Preferred Conversion Price and Series B-2 Preferred Conversion Price, respectively, then in effect upon the earlier of (A) the date specified by vote or written consent or agreement of the holders of at least a majority of the then-outstanding shares of Series B Preferred Stock, Series B-1 Preferred Stock and Series B-2 Preferred Stock, voting as a single class on an as-converted to Common Stock basis, or (B) immediately upon the closing of a firmly underwritten public offering with a nationally recognized full-service investment bank pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation, at a price per share of no less than three (3) times the Series B Original Issue Price, in which the gross cash proceeds to the Corporation (before underwriting discounts, commissions and fees) are at least \$75,000,000 (a "*Qualified Public Offering*"). Upon such automatic conversion, any declared and unpaid dividends shall be paid in accordance with the provisions of Subsection 4(d).

(iii) Upon the occurrence of any of the events specified in Subsection 4(l) above, the outstanding shares of Preferred Stock subject to conversion shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; *provided, however*, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates

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evidencing such shares of Preferred Stock are either delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of Preferred Stock, the holders of such Preferred Stock shall, upon notice from the Corporation, surrender the certificates representing such shares at the office of the Corporation or any transfer agent for the Preferred Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of Preferred Stock, as the case may be, surrendered were convertible on the date on which such automatic conversion occurred, and any declared and unpaid dividends shall be paid in accordance with the provisions of Subsection 4(d).

(m) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock hereunder. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined in good faith by the Board of Directors) on the date of conversion.

(n) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all the then outstanding shares of the Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(o) Notices. Any notice required by the provisions of this Section 4 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed electronic mail or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

(p) Payment of Taxes. The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Preferred Stock hereunder, excluding any tax or other charge imposed in connection with any transfer involved

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in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered.

5. Rights. Each holder of shares of Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock could be converted (pursuant to Section 4 above) on the record date for the vote or consent of shareholders and shall have voting rights and powers equal to the voting rights and powers of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation or as required by law, the holders of Preferred shall vote together with the holders of Common Stock at any annual or special meeting of the stockholders and not as a separate class, and may act by written consent in the same manner as the holders of Common Stock. Fractional votes shall not, however, be permitted, and any fractional voting rights resulting from application of the above voting formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

6. Protective Provisions. At any time when shares of Series B Preferred Stock, Series B-1 Preferred Stock or Series B-2 Preferred Stock are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote required by law or the Articles of Incorporation) the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock, Series B-1 Preferred Stock and Series B-2 Preferred Stock, consenting or voting (as the case may be) as a single class on an as-converted to Common Stock basis, given in writing or by vote at a meeting, and any such act or transaction entered into without such consent or vote shall be null and void *ab initio*, and of no force or effect:

(A) amend, alter or repeal any provision of the Articles of Incorporation or Bylaws of the Corporation in a manner that adversely affects the powers, preferences or rights of the Series B Preferred Stock, Series B-1 Preferred Stock or Series B-2 Preferred Stock;

(B) create, or authorize the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital stock unless the same ranks junior to the Series B Preferred Stock, Series B-1 Preferred Stock and Series B-2 Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption, or increase the authorized number of shares of Series B Preferred Stock, Series B-1 Preferred Stock or Series B-2 Preferred Stock or increase the authorized number of shares of any additional class or series of capital stock unless the same ranks junior to the Series B Preferred Stock, Series B-1 Preferred Stock and Series B-2 Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption;

(C) create, or authorize the creation of, or issue, or authorize the issuance of any debt security, or permit any subsidiary to take any such action with respect to any debt security, after the Original Issue Date if the aggregate indebtedness of the Corporation

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and its subsidiaries for borrowed money following such action would exceed \$500,000, exclusive of any indebtedness outstanding on the Original Issue Date, unless such debt security has received the prior approval of the Board of Directors;

(D) create, or hold capital stock in, any subsidiary that is not wholly owned (either directly or through one or more other subsidiaries) by the Corporation, or sell, transfer or otherwise dispose of any capital stock of any direct or indirect subsidiary of the Corporation, or permit any direct or indirect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all of the assets of such subsidiary; or

(E) increase or decrease the authorized number of directors constituting the Board of Directors.

7. Status of Redeemed or Converted Preferred Stock. In the event any shares of Preferred Stock shall be redeemed by the Corporation or converted pursuant to Section 4 above, the shares so redeemed or converted shall be cancelled and shall not thereafter be issuable by the Corporation.

8. Waiver. Subject to Section 6, any of the rights, powers, preferences and other terms of the Preferred Stock set forth herein may be waived on behalf of all holders of Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Preferred Stock then outstanding, voting together, as a single class, on an as-converted to Common Stock basis.

C. Common Stock.

1. Dividend Rights. Subject to the provisions of Division B of this Article IV, the holders of the Common Stock shall be entitled to receive, when, as, and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section 2 of Division B of this Article IV.

3. Redemption. The Common Stock is not redeemable,

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE V

A director of the Corporation shall not be personally liable to the Corporation or 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,

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(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article V 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.

ARTICLE VI

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

ARTICLE VII

Subject to any restrictions which may be imposed by this Certificate, the Board of Directors may from time to time adopt, amend, alter, supplement, rescind or repeal any or all of the bylaws of the Corporation without any action on the part of the stockholders; provided, however, that the stockholders may adopt, amend or repeal any bylaw adopted by the Board of Directors, and no amendment or supplement to the bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement adopted by the stockholders.

ARTICLE VIII

Subject to any restrictions which may be imposed by this Certificate or by the Corporation's bylaws, the number of directors of the Corporation shall be set from time to time by resolution of the Board of Directors.

ARTICLE IX

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE X

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provision

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contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

ARTICLE XI

To the fullest extent permitted by law, the Corporation renounces any interest or expectancy in, or in being offered an opportunity to participate in, all business opportunities that are presented to one or more of the holders of Preferred Stock or securities issued upon conversion of or in exchange for Preferred Stock and their affiliates unless, in the case of an affiliate of such a holder who is serving as a director of the Corporation, such business opportunity is expressly presented to such affiliate solely in his or capacity as a director of the Corporation.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on April 20, 2018.

By: 

Max Nasralla
President and Director

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