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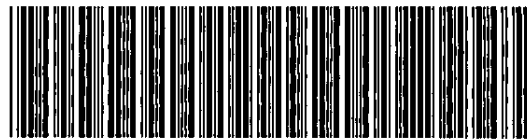
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT -3 PM 1:25

FILED

OCT 13 2014

C. CARROTHERS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Repurposed Therapeutics, Inc.

DOCUMENT NUMBER: P14 0000 53013

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

Please return all correspondence concerning this matter to the following:

Tammy Renner

Name of Contact Person

Repurposed Therapeutics, Inc.

Firm/ Company

324 S. Hyde Park Avenue, Suite 350

Address

Tampa, FL 33606

City/ State and Zip Code

trenner@hedgepathpharma.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tammy Renner

Name of Contact Person

at ( 813 ) 864-2570

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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  
Certified Copy  
(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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**REPURPOSED THERAPEUTICS, INC.**

**FILED**

**OCT -3 PM 1:25**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Repurposed Therapeutics, Inc., a corporation organized and existing under and by virtue of the provisions of the Business Corporation Law of the State of Florida,

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is Repurposed Therapeutics, Inc. (the "Corporation") and the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Missouri on February 9, 1990, under the name Care Packages, Inc., and was amended pursuant to a Certificate of Domestication and Articles of Incorporation filed with the Secretary of State of the State of Florida on June 17, 2014 (collectively, the "Certificate of Incorporation").

SECOND: That pursuant to and in furtherance of an agreement for the purchase of certain assets the Corporation does hereby, amend and restate its Certificate of Incorporation as set forth herein (the "Amended and Restated Certificate of Incorporation").

THIRD: That the Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of the Business Corporation Law of the State of Florida.

FOURTH: That the effective date of the Amended and Restated Certificate of Incorporation shall be September 30, 2014

FIFTH: That the Certificate of Incorporation has been amended and restated as follows:

**ARTICLE I**

The name of the corporation is Repurposed Therapeutics, Inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Florida is 324 S. Hyde Park Avenue, Suite 350, in the City of Tampa, County of Hillsborough 33606. The name of the Corporation's registered agent at such address is James McNulty.

**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 Business Corporation Law, as the same may be amended or supplemented from time to time (the "FBCL").

#### ARTICLE IV

The Corporation shall have authority to issue Fifty Million (50,000,000) shares of capital stock, consisting of Forty-nine million (49,000,000) shares of Common Stock, \$0.01 par value per share, divided into Forty-eight Million shares of Class A Voting Common Stock and up to One million shares of Class B Non-voting Common Stock as directed by the Corporation's Board of Directors, and One Million (1,000,000) shares of Preferred Stock, \$0.01 par value per share. The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation may be issued from time to time in one or more series. Authorized classes of capital stock are as follows:

(a) Class A Common Stock.

(i) General. All shares of Class A Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights provided under the FBCL. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock (when, if and to the extent shares or series of such stock are designated and issued).

(ii) Voting Rights. Each holder of record of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or by or pursuant to Section (c) of this Article IV, the holders of Class A Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to stockholders for a vote (including any action by written consent).

(iii) Dividends. Subject to provisions of law and Section (c) of this Article IV, the holders of Class A Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors of the Corporation (the "Board of Directors") may determine in its sole discretion.

(iv) Liquidation. Subject to provisions of law and Section (c) of this Article IV, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of the net assets of the Corporation in liquidation, the holders of Class A Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

(b) Class B Non-Voting Convertible Common Stock

(i) General. All shares of Class B Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights provided under the FBCL. The dividend and liquidation rights of the holders of the Class B Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock (when, if and to the extent shares or series of such stock are designated and issued). CLASS B COMMON STOCK shall have no voting rights until such time as the automatic conversion event described in subsection (ii) herein shall have occurred

(ii) Automatic Conversion of Class B Common Stock: Each share of Class B Common Stock shall automatically be converted into Class A Common Stock, on a one share for one share basis, immediately upon the earlier of (i) the Corporation's sale of any class of its Class A Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), the public offering price of which results in aggregate gross cash proceeds to the Corporation of not less than \$2,500,000 or (ii) the Corporation's closing of a Private Placement of its Class A Common Stock pursuant to a Securities Purchase Agreement providing for registration of the Class A Common Stock issued in the Private Placement under the Securities Act which results in aggregate gross cash proceeds to the Corporation of not less than \$2,500,000. Collectively these events triggering conversion shall be referred to hereinafter as "Automatic Conversion Event". Holders of Class B Common Stock shall have the right, but not the obligation, to elect to participate in up to five percent (5%) of the qualifying financing which would trigger the automatic conversion of the Series A Preferred Stock as defined in Section 3(a) (ii) below, which right of participation shall be on a pro-rata basis to the ownership interest of each holder of Class B Common Stock and shall be on the same terms and conditions as established by the lead investor[s] in that financing.

(iii) Mechanics of Conversion. Upon the occurrence of an Automatic Conversion Event, each share of Class B Common Stock shall be deemed cancelled and of no further value without necessity of any action by the holder. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Class B Common Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Class A Common Stock equal to the number of shares of Class B Common Stock owned by that holder. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of closing of the Automatic Conversion Event causing such Class B Common Stock to be converted and shall further be deemed to have occurred immediately prior to the Conversion of any Preferred Stock which shall be subject to conversion as a result of such Automatic Conversion Event.

(c) Preferred Stock.

(i) Issuance of Blank Check Preferred Stock. The Board of Directors is expressly authorized, subject to limitations prescribed by the FBCL and the provisions of this Certificate of Incorporation, to provide by resolution or resolutions from time to time, and by filing a certificate(s)

pursuant to the FBCL, for the issuance of shares of Preferred Stock in one or more class or series, to establish the number of shares to be included in each such class or series, and to fix the voting powers (if any), designations, powers, preferences, and relative, participating, optional or other rights, if any, of the shares of each such class or series, and any qualifications, limitations or restrictions of such preferences and rights, including, without limitation, dividend rights, conversion rights, voting rights (if any), redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, in each instance as the Board of Directors may determine in its sole discretion and without stockholder approval. Each class or series shall be designated so as to distinguish the shares thereof from the shares of all other classes and series. All shares of a series of Preferred Stock shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise specifically provided in the designation and description of the series, with those of other series of the same class.

(ii) Authority to Establish Variations Between Classes or Series of Preferred Stock. The authority of the Board of Directors with respect to each class, or each series within a class shall include, but not be limited to, determination of the following:

(A) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(B) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms or in what events;

(C) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(D) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive, in preference over any or all other class(es) or series, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (and distribution of the net assets of the Corporation in connection therewith);

(E) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange, the terms and conditions of conversion or exchange, and the terms of adjustment, if any;

(F) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(G) voting rights, if any, including special, conditional or limited voting rights with respect to any matter, including with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(H) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(I) such other preferences, limitations or relative rights and privileges thereof as the Board of Directors, acting in accordance with applicable law and this Certificate of Incorporation, may deem advisable and which are not inconsistent with law or with the provisions of this Certificate of Incorporation.

#### (d) CREATION and DESIGNATION OF PREFERENCES OF SERIES A PREFERRED STOCK

(1) Designation and Number. A series of Preferred Stock of the Corporation, designated the "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), is hereby established. The par value of the Series A Preferred Stock is \$.01 per share. The face value of each share of Series A Preferred Stock shall be \$242.50 per share (the "Face Value"). The number of shares of Series A Preferred Stock shall be 10,000.

(2) Rank. The Series A Preferred Stock will, with respect to dividend rights and rights upon liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, rank prior or senior to any class or series of common stock of the Corporation and any other class or series of equity securities.

#### (3) Dividends.

(a) In the event dividends are declared to be set aside and paid on any share of Junior Stock (as defined below), an additional dividend shall be declared and paid with respect to all outstanding shares of Series A Preferred Stock in an amount equal per share, on an as if converted

basis based on the Optional Conversion Formula, to the amount declared for each share of Junior Stock. "Junior Stock" means any class or series of common stock of the Corporation and any other class or series of equity securities, excepting any class or series of stock which by its terms is on parity with or has a preference or priority over the Series A Preferred Stock in the event of any distribution of assets of the Corporation in a liquidation or upon the payment of any dividend.

(4) Liquidation Preference.

(a) Upon any voluntary or involuntary liquidation, Deemed Liquidation (as defined in part (d) below), dissolution or winding up of the Corporation, before any payment or distribution shall be made to or set apart for the holders of any other class of equity securities, the holders of Series A Preferred Stock shall be entitled to receive a liquidation preference of \$475.00 per share (plus outstanding Interest and any declared but unpaid dividends), but such holders shall not be entitled to any further payment. If upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, its assets, or proceeds thereof, distributable among the holders of Series A Preferred Stock shall be insufficient to pay in full the above described preferential amount, then such assets, or the proceeds thereof, shall be distributed among the holders of Series A Preferred Stock ratably in the same proportion as the respective amounts that would be payable on such Series A Preferred Stock if all amounts payable thereon were paid in full.

(b) Upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of Series A Preferred Stock, any other series or class or classes of equity securities shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series A Preferred Stock shall not be entitled to share therein.

(c) Written notice of any such liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances shall be payable, shall be given by first class mail, postage pre-paid, not less than 30 or more than 60 days prior to the payment date stated therein, to each record holder of the Series A Preferred Stock at the respective addresses of such holders as the same shall appear on the stock transfer records of the Corporation.

(d) "Deemed Liquidation" shall occur upon (i) a consolidation or merger of the Corporation with or into another entity, (ii) a merger of another entity with or into the Corporation, (iii) a statutory stock exchange by the Corporation or (iv) a sale, lease or conveyance of all or substantially all of the Corporation's property or business.

(e) The liquidation preference of the outstanding shares of Series A Preferred Stock will not be added to the liabilities of the Corporation for the purpose of determining whether under the Corporation Law a distribution may be made to stockholders of the Corporation whose preferential rights upon dissolution of the Corporation are junior to those of holders of Series A Preferred Stock.

(5) Redemption.

Shares of Series A Preferred Stock are not redeemable at any time at the option of the Corporation or the holders thereof.



The Series A Preferred Stock shall not be subject to any sinking fund or mandatory redemption.

(6) Voting Rights.

(a) Holders of the Series A Preferred Stock shall not have any voting rights, except as provided by law and as described below.

(b) If and whenever at least fifty percent (50%) of any shares of Series A Preferred Stock shall remain outstanding, the holders of such shares of Series A Preferred Stock shall be entitled to vote for the election of a total of one director of the Corporation (the "Preferred Stock Director") who shall be elected for one-year terms. At all times while at least fifty percent (50%) of the shares of Series A Preferred Stock remains outstanding the Corporation shall have a Board of Directors consisting of three (3) directors. Such election shall be held at the first annual meeting called by an officer of the Corporation and at each subsequent annual meeting until such time as less than 50% of the Series A Preferred Stock remains outstanding.

(c) On any matter on which the Corporation's Class A common shareholders are entitled to vote (as expressly provided by the Corporation's Bylaws, as provided herein or as may be required by law), including any action by written consent, the holders of Series A Preferred Stock (collectively) shall be entitled to cast that number of votes equal to 49% of the total number of shares eligible to vote. Each share of Series A Preferred Stock shall have a number of votes per share determined by the following formula.  $N = (CS + PS \times .49) / PS$ , where N equals the number of votes per share of Series A Preferred Stock, CS equals the number of issued & outstanding shares of the Corporation's Class A Common Stock, PS equals the number of shares issued and outstanding of the Series A Preferred Stock, and CS + PS equals the total number of shares entitled to vote. With respect to each matter on which the holders of Series A Preferred Stock are entitled to vote, the holder of each share of Series A Preferred Stock may designate a number of proxies equal to the number of votes to which the share is entitled, with each such proxy having the right to vote a whole number of votes on behalf of such holder.

The procedures in Section 6(b) for the election of directors will, to the extent permitted by law, supersede anything inconsistent contained in the Charter or Bylaws of the Corporation and, without limitation to the foregoing, the Bylaws of the Corporation will not be applicable to the election of directors by holders of Series A Preferred Stock pursuant to this Section 6.

(d) If and when less than 50% of the Series A Preferred Stock shall remain issued and outstanding, the holders of shares of Series A Preferred Stock shall be divested of the voting rights set forth in Section 6(b) herein and the term of office of any Preferred Stock Director so elected shall terminate. Any Preferred Stock Director may be removed at any time with or without cause by the vote of, and shall not be removed otherwise than by the vote of, the holders of record of a majority of the outstanding shares of Series A Preferred Stock. The Preferred Stock Director shall be entitled to one vote on any matter presented to the Board.

(e) The affirmative vote or consent of at least 66-2/3% of the votes entitled to be cast by the holders of the outstanding shares of Series A Preferred Stock, in addition to any other vote required by the Charter or Florida law, will be required to: (i) authorize the creation of, an increase in

the authorized amount of, or the issuance of, any additional common stock of any series or class (including Class A Common Stock), (except for common stock issued in any arm's length equity or quasi-equity financing approved by the Corporation's Board of Directors which does not constitute an Automatic Conversion Event, or common stock issued to holders exercising options under any Qualified Equity Incentive Plan approved by the Corporation's Board of Directors), or an increase in the authorized amount of, or the issuance of, any additional Series A Preferred Stock (ii) authorize the creation of, the increase in the authorized amount of, or the issuance of any shares of any class of equity securities which would be granted rights or preferences senior or equal to the Series A Preferred Stock (a "Senior Security") or any security convertible into shares of any class of Senior Securities or (iii) amend, alter or repeal any provision of, or add any provision to, the Charter, including the articles supplementary establishing the Series A Preferred Stock, whether by merger, consolidation or other business combination (in any such case, an "Event") or otherwise if such action would materially adversely affect the powers, rights or preferences of the holders of the Series A Preferred Stock.

(f) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required is to be effected, an Automatic Conversion Event shall have occurred.

(7) Restrictions on Transfer, Acquisition and Redemption of Shares. The Series A Preferred Stock is governed by and issued subject to all of the limitations, terms and conditions of the Corporation's Charter, Each certificate for Series A Preferred Stock shall bear substantially the following legend:

"The Corporation will furnish to any stockholder on request and without charge a full statement of the designations and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the stock of each class which the Corporation is authorized to issue, to the extent they have been set, and of the authority of the Board of Directors to set the relative rights and preferences of a subsequent series of a preferred or special class of stock. Such request may be made to the Secretary of the Corporation.

(8) Conversion. The shares of Series A Preferred Stock are convertible or exchangeable for other securities of the Corporation as follows:

(a) Right to Convert. There shall be no right of Conversion in the Series A Preferred Stock other than the Automatic Conversion set forth hereinafter.

(b) Automatic Conversion.

i) Triggering Events: Each share of Series A Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Class A Common Stock of the Corporation at the applicable Conversion Price at the time in effect for such share immediately upon the earlier of (i) the Corporation's sale of any class of its Class A Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), the public offering price of which results in aggregate gross cash proceeds to the Corporation of not less than \$2,500,000 or (ii) the Corporation's closing of a Private Placement of its Class A Common Stock pursuant to a Securities Purchase Agreement providing for registration of the Class A Common Stock

issued in the Private Placement under the Securities Act which results in aggregate gross cash proceeds to the Corporation of not less than \$2,500,000. Collectively these events triggering conversion shall be referred to hereinafter as “Automatic Conversion Event”.

ii) Conversion Price: Upon the occurrence of an Automatic Conversion Event, each share of Series A Preferred Stock remaining outstanding shall be converted into the Corporation’s Class A Common Stock with the conversion price being determined as follows:

(A) First, the total number of shares of Class A Common Stock to be issued to the holders of Series A Preferred Stock shall be determined by the following formula:

$$NC = (2,425,000 + AI) / PPS$$
, where “NC” equals the number of shares of Class A Common Stock to be issued to the Series A Preferred Stock holders as a group, “AI” equals accrued Interest and any declared but unpaid dividends on the Series A Preferred Stock as of the conversion date, and “PPS” equals the price per share of Class A Common Stock paid by investors in the Automatic Conversion Event.

(B) Then, the number of shares of Class A Common Stock to be issued in conversion of each share of Series A Preferred Stock shall be determined by the following formula:

$$Q = NC/PS$$
, where “Q” equals the number of Class A Common Stock shares to be issued in conversion of each share of Series A Preferred Stock, “NC” equals the number of shares of Class A Common Stock to be issued to the Series A Preferred Stock holders as a group and “PS” equals the number of shares of Series A Preferred Stock issued and outstanding.

(c) Mechanics of Conversion. Upon the occurrence of an Automatic Conversion Event, the holder shall surrender the certificate or certificates of Series A Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for such Series A Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of closing of the Automatic Conversion Event causing such Series A Preferred Stock to be converted or on the date specified by the vote, written consent or agreement of the holders of more than 50% of the Series A Preferred Stock then outstanding (as applicable), which date shall be on or within 180 days following the occurrence of an Automatic Conversion Event, and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock as of such date. Such Conversion of Series A Preferred Stock shall be conditioned upon the closing of the Automatic Conversion Event, and the holders shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such Automatic Conversion Event.

(d) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of shares of its Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but

unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series A 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 Class A Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

9. Interest. Interest shall accrue monthly on the total Face Value of the Series A Preferred Stock at the rate of 5% per annum (the "Interest"). Interest shall be payable as provided for herein.

(e) Options, Warrants & Rights.

(i) The Corporation may issue options, warrants and rights for the purchase of shares of any class or series of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which the options, warrants or rights are issued, their form and content and the consideration for which, and terms and conditions upon which, the shares are to be issued.

(ii) The terms and conditions of rights or options to purchase shares of any class or series of the Corporation may include, without limitation, restrictions or conditions that preclude or limit the exercise, transfer, receipt or holding of such rights or options by any person or persons, including any person or persons owning (beneficially or of record) or offering to acquire a specified number or percentage of the outstanding shares of any class or series, or any transferee or transferees of any such person or persons, or that invalidate or void such rights or options held by any such person or persons or any such transferee or transferees.

## ARTICLE V

To the fullest extent permitted by the FBCL, no director of the Corporation shall 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, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the FBCL is amended after the effective date of this Amended and Restated Certificate of Incorporation 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 FBCL, as so amended.

The Corporation shall indemnify to the fullest extent permitted by the FBCL, as the same may be amended and supplemented from time to time, any and all persons whom it shall have

power to indemnify under the FBCL. The indemnification provided for herein shall not be exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law under any Bylaw, agreement, vote of stockholders or disinterested directors of the Corporation, or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee, or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any repeal or modification of this Article V or amendment to the FBCL shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer, or agent occurring prior to, such repeal, modification, or amendment.

#### **ARTICLE VI**

The Board of Directors shall have the power to adopt, amend, or repeal Bylaws of the Corporation, subject to the right of the stockholders of the Corporation to adopt, amend, or repeal any Bylaw. In addition, the Bylaws may be amended by the affirmative vote of holders of majority of the outstanding shares of voting stock of the Corporation entitled to vote at an election of directors.

#### **ARTICLE VII**

The number of directors of the Corporation shall be determined by resolution of the Board of Directors. Elections of directors need not be by written ballot, unless the Bylaws of the Corporation shall so provide. Notwithstanding anything to the contrary herein, for so long as at least fifty percent (50%) of the Series A Preferred Stock remains outstanding, the number of directors of the Corporation shall be three (3).

Advance notice of stockholder nominations for the election of directors and of any other business to be brought before any meeting of the stockholders shall be given in the manner provided in the Bylaws of the Corporation. Directors shall be elected to one-year terms. At each annual meeting of stockholders, all directors shall be chosen for a one-year term to succeed those whose terms expire; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the FBCL.

Vacancies occurring on the Board of Directors for any reason may be filled by vote of a majority of the remaining members of the Board of Directors, even if less than a quorum, at any meeting of the Board of Directors. A person so elected by the Board of Directors to fill a vacancy shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been duly elected and qualified.

#### **ARTICLE VIII**

Notwithstanding anything to the contrary herein, upon the closing of that certain Asset Purchase Agreement whereby the Corporation shall purchase specified assets of Epiomed Therapeutics, Inc. (the "APA") and until such time as Preferred Series A Convertible Stock is

converted into Class A Common Stock, the holders of Series A Preferred Stock shall be entitled to appoint one director of the Corporation (the "Designated Director"). The Series A Preferred holders shall have the sole right to appoint and to remove any person appointed as a Designated Director and to appoint another person to fill any vacancy should a Designated Director resign. Such right to appoint a Designated Director shall continue until such time as less than fifty percent (50%) of the Series A Preferred Stock remains outstanding. Each Designated Director shall serve until the next annual meeting of the Corporation or until his or her successor shall be elected. Subject to this Article VIII, the holders of Common Stock and any other class of stock of the Corporation, to the extent they shall have the right to vote, shall retain the right to elect and remove all members of the Board of Directors, other than the Designated Directors, in accordance with and subject to the conditions set forth in this Amended and Restated Certificate of Incorporation and the Bylaws of the Corporation.

## **ARTICLE IX**

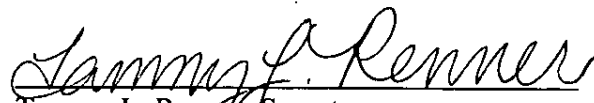
Subject to the limitations in Article VIII of this Amended and Restated Certificate of Incorporation, the Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on September 25, 2014

  
Tammy L. Renner, Secretary

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on September 30, 2014

  
Tammy L. Renner, Secretary