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Division of Corporations

JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
COGNITION LIFE SCIENCES, INC.

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*Amended
Restated*

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

COGNITION LIFE SCIENCES, INC.

ARTICLE I - Name

The name of this corporation is COGNITION LIFE SCIENCES, INC. The principal office of this corporation is: 15310 Amberley Drive, Suite 250, Tampa, Florida 33647.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE IV - Capital Stock

This corporation shall be authorized to issue two classes of capital stock to be designated respectively preferred stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock the corporation shall have authority to issue is 10,000,000 shares, and the total number of shares of Common Stock the corporation shall have authority to issue is 100,000,000 shares. The par value of all shares is \$.001. The holders of Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation.

The Preferred Stock authorized by this Certificate of Incorporation shall be issued in series. The Board of Directors is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and

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limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;
- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (4) sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;
- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the manner and preference of such payment;
- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation.

ARTICLE V - Registered Office and Agent

The street address of the registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is MICHAEL T. CRONIN.

ARTICLE VI - Officers/Directors

The name and title of the officers of the company until the next meeting of the directors or until their successors are elected and qualified are:

RENE DEWITT

President

15310 Amberley Drive, #250
Tampa, Florida 33647

RAJ PAMNANI

Vice President/
Secretary

15310 Amberley Drive, #250
Tampa, Florida 33647

The names of the directors of the company until the next meeting of the shareholders or until their successors are elected and qualified are:

RAJ PAMNANI
RENE DEWIT

ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The Amended and Restated Articles of Incorporation were adopted October 27, 2015, by the Board of Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of October, 2015.


RAJ PAMNANI, Director


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to §607.0501, Florida Statutes, COGNITION LIFE SCIENCES, INC. hereby designates MICHAEL T. CRONIN, located at 911 Chestnut Street, Clearwater, Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of §607.0501, Florida Statutes, relative to maintaining an office for the service of process.

Date: October 29, 2015



Michael T. Cronin