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COVER LETTER

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TO: Amendment Section Division of Corporations

NAME OF CORPOR	ATION: THE GENOMIC C	CANCER INSTITUTE, IN	C.		
DOCUMENT NUME					
	of Amendment and fee are su	bmitted for filing.			
Please return all corres	pondence concerning this mat	ter to the following:			
	PHILIP M. SHASTEEN, ES	Q.			
Name of Contact Person					
	JOHNSON POPE BOKOR RUPPEL & BURNS, LLP				
Firm/ Company					
403 E MADISON ST, STE 400					
•	Address				
TAMPA, FL 33602					
City/ State and Zip Code					
PHIL	S@JPFIRM.COM				
E-mail address: (to be used for future annual report notification)					
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For further information concerning this matter, please call:					
PHILIP M. SHASTEE	EN	at (<u>813</u>	225-2500		
Name of Contact Person Area Code & Daytime Telephone No		de & Daytime Telephone Number			
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Ame Divis	ing Address ndment Section sion of Corporations Box 6327	Amend Divisio	Address Iment Section on of Corporations Building		

Tallahassee, FL 32314

2661 Executive Center Circle Tallahassee, FL 32301

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

THE GENOMIC CANCER INSTITUTE, INC.

ESTABLISHING THE DESIGNATION, POWERS, PREFERENCES, LIMITATIONS,
RESTRICTIONS, AND RELATIVE RIGHTS OFSERIES A CONVERTIBLE PREFERRED STOCK
SERIES B CONVERTIBLE PREFERRED STOCK

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Statutes, The Genomic Cancer Institute, Inc. adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is The Genomic Cancer Institute, Inc.
- 2. This Amendment was adopted by the corporation's Board of Directors on March 30, 2016 without shareholder action, which was not required.
- 3. Article 2, Section 2.2 of the Articles of Incorporation is hereby amended by adding the following provisions after Section 2.2:

2.2.1 Designation of Series A Preferred Stock and Series B Preferred Stock.

- Section 1. <u>Designation and Number of Shares</u>. Shares of the authorized Preferred Stock of the Corporation are designated as follows: a series known as the "Series A Convertible Preferred Stock" (the "Series A Preferred Stock") consists of 1,600,000 shares of the authorized but unissued preferred stock of the Corporation, having a par value of \$0.001 per share; and a series known as the "Series B Convertible Preferred Stock" (the "Series B Preferred Stock") consists of 1,500,000 shares of the authorized but unissued preferred stock of the Corporation, having a par value of \$0.001 per share. The Series A Preferred Stock and the Series B Preferred Stock shall have the rights, preferences, powers, privileges and restrictions, qualifications and limitations set forth in Section 2.2.1. Unless otherwise indicated, references to "sections" or "subsections" in this Section 2.2.1 of Article 2 refer to sections and subsections of Section 2.2.1 of Article 2.
- Section 2. <u>Dividends</u>. The holders of the Series A Preferred Stock and the Series B Preferred Stock shall be entitled to participate with the holders of Common Stock in any dividends paid or set aside for payment (other than dividends payable solely in shares of Common Stock) so that holders of the Series A Preferred Stock and the Series B Preferred Stock shall receive with respect to each share of Series A Preferred Stock and Series B Preferred Stock an amount equal to (x) the dividend payable with respect to each share of Common Stock multiplied by (y) the number of shares (and fraction of a share, if any) of Common Stock into which such share of Series A Preferred Stock and Series B Preferred Stock is convertible as of the record date for such dividend.

Section 3. Preferences On Liquidation, Dissolution or Winding Up.

(a) Preferential Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid \$1.25 per share out of the assets of the Corporation available for distribution to its shareholders before any payment shall be made to the holders of Series B Preferred Stock or Common Stock by reason of their ownership thereof. If upon any such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this Subsection 2.1, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

- (b) Payments to Holders of Series B Preferred Stock. After payment of the full liquidation preference of the Series A Preferred Stock as set forth in Subsection 3(a) above, but before any distribution or payment shall be made to any holders of Common Stock by reason of their ownership thereof, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed to the holders of the Series B Preferred Stock in the amount of \$2.00 per share. If upon any such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series B Preferred Stock the full amount to which they shall be entitled under this Subsection 3(b), the holders of shares of Series B Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.
- (c) <u>Distribution of Remaining Assets</u>. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock and Series B Preferred Stock as set forth above, the remaining assets of the Corporation available for distribution to its shareholders shall be distributed among the holders of shares of Series A Preferred Stock, the Series B Preferred Stock and Common Stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to Common Stock pursuant to the terms of the Articles of Incorporation immediately prior to such dissolution, liquidation or winding up of the Corporation.
- (d) <u>Noncash Distributions</u>. If any of the assets of the Corporation are to be distributed other than in cash under this Section 3 or for any purpose, then the Board of Directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Series A Preferred Stock, the Series B Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Series A Preferred Stock, Series B Preferred Stock and Common Stock of the appraiser's valuation.
- Section 4. <u>Voting Rights</u>. The holder of each share of Series A Preferred Stock and Series B Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which each share of Series A Preferred Stock and Series B Preferred Stock could be converted on the record date for the vote or written consent of shareholders and, except as otherwise required by law, shall have voting rights and powers equal to the voting rights and powers of the Common Stock. The holder of each share of Series A Preferred Stock and Series B Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation and shall vote with holders of the Common Stock upon all matters submitted to a vote of shareholders, except those matters required to be submitted to a class vote pursuant to Section 6 or by law. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Series A Preferred Stock and Series B Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one half rounded upward to one).
- Section 5. <u>Conversion</u>. The Series A Preferred Stock and Series B Preferred Stock shall be convertible into Common Stock, as follows:
- (a) Right to Convert. Each share of Series A Preferred Stock and Series B Preferred Stock shall be convertible at the office of the Corporation, at the option of the holder thereof, at any time after the date of issuance of such share. Each share of Series A Preferred Stock and Series B Preferred Stock shall be convertible into the number of shares of Common Stock which results from dividing the Conversion Price per share in effect at the time of conversion into the "Conversion Value" per share. The number of shares of Common Stock into which a share of Series A Preferred Stock and Series B Preferred Stock are convertible is hereinafter referred to as the "Conversion Rate." Both the Conversion Price per share of Series A Preferred Stock and the Conversion Value per share of Series A Preferred Stock initially in effect shall be \$1.25 per share. Both the Conversion Price per share of Series B Preferred Stock initially in effect shall be \$2.00 per share. The initial Conversion Price of Series A Preferred Stock and the Series B Preferred Stock shall be subject to adjustment as hereinafter provided.

- (b) <u>Automatic Conversion</u>. Each share of Series A Preferred Stock and Series B Preferred Stock shall automatically convert into shares of Common Stock at its then effective Conversion Rate immediately prior to the closing of: (i) any public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering any of the Corporation's securities (as that term is defined under the Securities Act of 1933, as then in effect); or (ii) a consolidation or merger of the Corporation with or into any other corporation or a sale of substantially all of the assets of the Corporation, to the extent that the holders of shares of Common Stock of the Corporation will receive per share, cash, securities, or other property having a value at such time at least equal to the higher of the applicable Conversion Value of the Series A Preferred Stock and the Series B Preferred Stock.
- (c) Mechanics of Conversion. Before any holder of Series A Preferred Stock or Series B Preferred Stock shall be entitled to convert the same into shares of Common Stock as provided in Section 5(a), that holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock and Series B Preferred Stock a certificate or certificates for the number of shares of Common Stock to which the converting holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock and Series B Preferred Stock to be converted or as of the date set forth in Section 5(b), as applicable, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

In the event of an automatic conversion pursuant to Section 5(b), the outstanding shares of Series A Preferred Stock and Series B Preferred Stock 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; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Series A Preferred Stock and Series B Preferred Stock are either delivered to the Corporation as provided above, or the holder notifies the Corporation 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. The Corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Series A Preferred Stock and Series B Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to and shall be contingent upon the closing of the event causing such conversion, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

- (d) <u>Fractional Shares</u>. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock or the Series B Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the applicable Conversion Price.
- (e) <u>Adjustment of Conversion Price</u>. The Conversion Price of the Series A Preferred Stock and the Series B Preferred Stock shall be subject to adjustment from time to time as follows:
- (i) If the Corporation shall issue any Common Stock or other securities of the Corporation convertible into or exchangeable for Common Stock (other than "Excluded Stock," as defined below, or stock dividends, subdivisions, split-ups, combinations, or dividends, which such events are covered by Subsections 5(e) (iii), (iv), (v) and (vi)), for a consideration per share less than the Conversion Price for the Series A Preferred Stock and Series B Preferred Stock, as applicable, as in effect immediately prior to the issuance of such Common Stock (or other securities convertible into or exchangeable for Common Stock), then the Conversion Price for such series shall forthwith be decreased immediately after such issuance to a price equal to the quotient obtained by dividing:

- (A) an amount equal to the sum of: (x) the total number of shares of Common Stock outstanding (including any shares of Common Stock deemed to have been issued pursuant to subdivision (3) of this Subsection (i)) immediately prior to such issuance multiplied by the applicable Conversion Price in effect immediately prior to such issuance plus (y) the consideration received by the Corporation upon such issuance, by
- (B) the total number of shares of Common Stock outstanding (including any shares of Common Stock deemed to have been issued pursuant to subdivision (3) of this Subsection (i)) immediately after the issuance of such Common Stock (or other securities convertible into or exchangeable for Common Stock).

For purposes of making any such calculation pursuant to this Subsection (i), the shares of Common Stock issuable upon conversion of the outstanding shares of Series A Preferred Stock and Series B Preferred Stock, together with any other shares of Common Stock deemed issued and outstanding pursuant to subdivision (3) of this Subsection (i), shall be deemed issued and outstanding at all times. For the purposes of this Subsection (i), the following provisions shall also be applicable:

- (1) In the case of the issuance of Common Stock for cash, the consideration received therefor shall be deemed to be the amount of cash paid therefor without deducting any discounts or commissions paid or incurred by the Corporation in connection with the issuance and sale thereof.
- (2) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined in good faith by the Board of Directors of the Corporation.
- (3) In the case of the issuance of (i) options to purchase or rights to subscribe for Common Stock (other than Excluded Stock), (ii) securities by their terms convertible or exchangeable for Common Stock (other than Excluded Stock), or (iii) options to purchase or rights to subscribe for such convertible or exchangeable securities:
 - (I) the aggregate maximum number of shares of Common Stock deliverable upon exercise of such options to purchase or rights to subscribe for Common Stock shall be deemed to be issuable for a consideration equal to the consideration (determined in the manner provided in subdivisions (1) and (2) above), if any, received by the Corporation upon the issuance of such options or rights plus the minimum purchase price provided in such options or rights for the Common Stock covered thereby;
 - (II) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange for any such convertible or exchangeable securities, or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof, shall be deemed to be issuable for a consideration equal to the consideration received by the Corporation for any such securities and related options or rights, plus the additional consideration, if any, to be received by the Corporation upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subdivisions (1) and (2) above);
 - (III) the aggregate maximum number of shares of Common Stock deliverable upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such options or rights or securities were issued, provided that the consideration for which such Common Stock is deemed to be issuable does not exceed the issuance price of securities issued in the latest bona fide round of financing by the Corporation;

- (IV) on any change in the number of shares of Common Stock deliverable upon exercise of any such options or rights or conversion of or exchange for such convertible or exchangeable securities, or on any change in the minimum purchase price of such options, rights, or securities, other than a change resulting from any antidilution provisions of such options, rights, or securities, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustment (and any subsequent adjustments) made upon (x) the issuance of such options, rights, or securities not exercised, converted, or exchanged prior to such change, as the case may be, been made upon the basis of such change or (y) the options or rights related to such securities not converted or exchanged prior to such change, as the case may be, been made upon the basis of such change; and
- (V) on the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustment (and any subsequent adjustments) made upon the issuance of such options, rights, convertible or exchangeable securities or options or rights related to such convertible or exchangeable securities, as the case may be, been made upon the basis of the issuance of only the number of shares of Common Stock actually issued upon the exercise of such options or rights, upon the conversion or exchange of such convertible or exchangeable securities or upon the exercise of the options or rights related to such convertible or exchangeable securities, as the case may be.
- (ii) "Excluded Stock" shall mean:
- (A) all shares of Common Stock issued and outstanding on the date this document is filed with the Florida Secretary of State;
- (B) all shares of Common Stock into which shares of the Series A Preferred Stock and the Series B Preferred Stock are convertible;
- (C) up to 2,000,000 shares of Common Stock issued or issuable upon exercise of options or other purchase rights granted under the Corporation's 2015 Equity Incentive Plan to employees, officers, directors, or consultants of the Corporation and approved by the Board of Directors of the Corporation or a committee of the Board; and
- (D) all shares of Common Stock or other securities (including options, warrants, and other purchase rights) issued or to be issued to employees, officers, directors, consultants, affiliates, or lenders of the Corporation after receipt of written consent to such issuance from the holders of more than 50% of the then outstanding Series A Preferred Stock and Series B Preferred Stock voting as a single voting group and approval of such issuance by the Board of Directors of the Corporation.

Shares of Excluded Stock described in (C) of this Subsection 5(e)(ii) shall not be deemed to be outstanding for purposes of the computations of Subsection 5(e)(i) above until actually issued.

- (iii) If the number of shares of Common Stock outstanding at any time after the date hereof is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, on the date such payment is made or such change is effective, the Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of the Series A Preferred Stock and the Series B Preferred Stock shall be increased in proportion to such increase of outstanding shares.
- (iv) If the number of shares of Common Stock outstanding at any time after the date hereof is decreased by a combination of the outstanding shares of Common Stock, then, on the effective date of such

combination, the applicable Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of the Series A Preferred Stock and the Series B Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

- (v) In case the Corporation shall declare a cash dividend upon its Common Stock payable otherwise than out of retained earnings or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), stock or other securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for Common Stock or other securities of the Corporation convertible into or exchangeable for Common Stock), then, in such case, the holders of shares of Series A Preferred Stock and Series B Preferred Stock shall, concurrent with the distribution to holders of Common Stock, receive a like distribution based upon the number of shares of Common Stock into which such Series A Preferred Stock and Series B Preferred Stock is then convertible.
- (vi) In case, at any time after the date hereof, of any capital reorganization, or any reclassification of the stock of the Corporation (other than a change in par value or as a result of a stock dividend or subdivision, split-up, or combination of shares), or the consolidation or merger of the Corporation with or into another person (other than a consolidation or merger in which the Corporation is the continuing entity and which does not result in any change in the Common Stock), or of the sale or other disposition of all or substantially all the properties and assets of the Corporation as an entirety to any other person, the shares of Series A Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, sale, or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or of the entity resulting from such consolidation or surviving such merger or to which such properties and assets shall have been sold or otherwise disposed to which such holder would have been entitled if immediately prior to such reorganization, reclassification, consolidation, merger, sale, or other disposition he had converted his shares of Series A Preferred Stock or Series B Preferred Stock into Common Stock. The provisions of this Subsection (vi) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales, or other dispositions.
- (vii) All calculations under this Section 5 shall be made to the nearest cent or to the nearest one hundredth (1/100) of a share, as the case may be.
- (f) <u>Minimal Adjustments</u>. No adjustment in a Conversion Price need be made if such adjustment would result in a change in a Conversion Price of less than \$0.01. Any adjustment of less than \$0.01 which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$0.01 or more in a Conversion Price.
- (g) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of a Conversion Price pursuant to this Section 5, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock or Series B Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon written request at any time of any holder of Series A Preferred Stock or Series B Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth: (i) such adjustments and readjustments, (ii) the Conversion Price and Rate at the time in effect for the Series A Preferred Stock or Series B Preferred Stock held, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series A Preferred Stock or Series B Preferred Stock.
- (h) Notices of Record Date. In the event of 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 (other than a cash dividend) or other distribution, the Corporation shall mail to each holder of Series A Preferred Stock or Series B Preferred Stock at least twenty (20) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.
- (i) <u>Reservation of Stock Issuable Upon Conversion</u>. 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 Series A Preferred Stock and Series B 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 Series A Preferred Stock and Series B Preferred Stock; and, if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock and Series B 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.

(j) Notices. Any notice required by the provisions of this Section 5 to be given to the holder of shares of the Series A Preferred Stock or Series B Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his latest address appearing on the books of the Corporation.

Section 6. <u>Protective Provisions</u>. In addition to any other rights provided by law, (a) without first obtaining the affirmative vote or written consent of the holders of a majority of the then-outstanding shares of Series A Preferred Stock voting as separate voting group, the Corporation shall not amend or repeal any provision of, or add any provision to, this Section 2.2.1, if such action would adversely alter or change the preferences, rights, privileges, or powers of, or restrictions provided for the benefit of, the Series A Preferred Stock, and (b) without first obtaining the affirmative vote or written consent of the holders of a majority of the then-outstanding shares of Series B Preferred Stock voting as separate voting group, the Corporation shall not amend or repeal any provision of, or add any provision to, this Section 2.2.1, if such action would adversely alter or change the preferences, rights, privileges, or powers of, or restrictions provided for the benefit of, the Series B Preferred Stock.

Section 7. <u>Miscellaneous</u>. Subject to Section 6 above, nothing in these Articles of Amendment shall prevent the Corporation from creating, authorizing, or issuing any new class or series of shares having preferences over any outstanding share of Series A Preferred Stock and Series B Preferred Stock as to dividends or assets and other rights and preferences.

The president of the corporation has executed these Articles of Amendment as of this 30th day of March, 2016.

The Genomic Cancer Ipstitute, Inc.

Garry Latimer, as President