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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REGENX SCIENCE, INC.**

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), the board of directors of RegenX Science, Inc., a Florida corporation has adopted the following amended and restated Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is RegenX Science, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street and mailing address of the principal office the Corporation is:

319 Clematis Street, Suite 408
West Palm Beach, Florida 33401

**ARTICLE III
PURPOSE**

The Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Act as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV
AUTHORIZED SHARES**

The total number of shares of that the Corporation is authorized to issue and have outstanding at any time is Ten Million (10,000,000) shares, which shall consist of (i) Seven Million Five Hundred Thousand (7,500,000) shares of common stock with a par value of \$0.01 per share (the "Common Stock"); and (ii) Two Million Five Hundred Thousand shares of preferred stock, in one or more series, with a par value of \$0.01 per share (the "Preferred Stock").

The following is a statement of the designation of the rights, preferences, powers, restrictions and limitations with respect to each class of the capital stock of the Corporation:

A. Common Stock.

1. General. The voting, dividend, and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the Preferred Stock set forth herein. Each share of Common Stock shall be treated identically as all other shares

of Common Stock with respect to voting, dividends, distributions, rights in liquidation and in all other respects.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of the capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, including the vote of one or more series of Preferred Stock as required by the terms of the Act or these Second Amended and Restated Articles of Incorporation.

3. Dividends. The board of directors shall not declare or pay any dividend or distribution on the Common Stock so long as any class or series of Preferred Stock remains issued and outstanding. Thereafter dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the board of directors.

B. Preferred Stock.

1. General. The Preferred Stock may be issued in one or more series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. The Board of Directors of the Corporation is authorized, without shareholder approval, to (i) classify any unissued shares into one or more classes or into one or more series within a class; (ii) reclassify any unissued shares of any class into one or more classes or into one or more series within a class; or (iii) reclassify any unissued shares of any series of any class into one or more classes or into one or more series within a class.

2. Series A Preferred Stock.

2.1 Designation. There shall be a series of Preferred Stock that shall be designated as "Series A Preferred Stock" (the "Series A Preferred Stock") and the number shares of Preferred Stock constituting such series shall be One Hundred Sixty-Seven Thousand Five Hundred (167,500). The rights, preferences, powers, restrictions and limitations of the Series A Preferred Stock shall be as set forth herein.

2.2 Rank. With respect to payment of dividends and distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all shares of the Series A Preferred Stock shall (a) rank senior to all Common Stock, (b) on parity with any other class or series of Preferred Stock or other capital stock of the Corporation hereafter created specifically ranking, by its terms, on parity with the Series A Preferred Stock; and (c) junior to any other class or series of Preferred Stock or other capital stock of the Corporation hereafter created (with the written consent of the holders of a majority of the Shares of the Preferred Stock on parity with the Series A Preferred Stock obtained in accordance with Section B.2.5.3 of this Article IV) specifically ranking by its terms, senior to the Series A Preferred Stock.

2.3 Dividends. From and after the date of issuance of any share of Series A Preferred Stock, dividends may be declared and paid on the Series A Preferred Stock from funds lawfully available therefor as and when determined by the board of directors and subject to any preferential dividend rights of any other class or series of Preferred Stock or other capital stock that rank senior to the Series A Preferred Stock.

2.4 Liquidation. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the Series A Preferred Stock then outstanding shall be entitled to, together pro rata with the holders of any other class or series of Preferred Stock or other capital stock on parity with the Series A Preferred Stock, to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made to the holders of Common Stock or any other class or series of Preferred Stock or other stock that ranks junior to the Series A Preferred Stock by reason of their ownership thereof, an amount in cash equal to the aggregate amount of the original purchase price per share of the Series A Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A Preferred Stock) of all shares of Series A Preferred Stock held by such holder. If upon any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation the remaining assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the Series A Preferred Stock and any other class or series of Preferred Stock or other capital stock on parity with the Series A Preferred Stock the full preferential amount to which they are entitled under these Second Amended and Restated Articles of Incorporation, (a) the holders of the Series A Preferred Stock and any other class or series of Preferred Stock or other capital stock on parity with the Series A Preferred Stock shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective full preferential amounts which would otherwise be payable in respect of the Series A Preferred Stock and such other class or series of Preferred Stock or other capital stock on parity with the Series A Preferred Stock in the aggregate upon such voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and (b) the Corporation shall not make or agree to make any payments to the holders of the Common Stock or any other class or series of Preferred Stock or other stock that ranks junior to the Series A Preferred Stock.

2.5 Voting.

2.5.1 General. Each holder of shares of Series A Preferred Stock shall be entitled to vote with holders of outstanding Common Stock, voting together as a single class, with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration (whether at a meeting of shareholders of the Corporation, by written action of the shareholders in lieu of a meeting or otherwise), except as provided by law or by the provisions of or by the provisions of Section B.2.5.3 of this Article IV. In any such vote, each share of Series A Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which the share of Series A Preferred Stock is convertible pursuant to Section B.2.7 of this Article IV as of the record date for such vote or written consent or, if there is no specified record date, as of the date of such vote or written consent. Each holder of outstanding shares of Series A Preferred Stock shall be entitled to notice of all shareholder meetings (or requests for written consent) in accordance with the Corporation's bylaws.

2.5.2 Election of Directors. In the election of directors to the Corporation, for so long as shares of the Series A Preferred Stock are outstanding, the holders of the Series A Preferred Stock, together with the holders of all other Preferred Stock on parity with the Series A Preferred Stock, voting as a separate class, shall be entitled to elect by majority vote (with each share of such Preferred Stock entitled to one vote) one (1) individual to the board of directors (such individual, the "Preferred Stock Director"). The Preferred Stock Director may be removed at any time as a director by the board of directors (with or without cause) upon, and only upon, the written request of the holders of the outstanding shares of such Preferred Stock (voting as a separate class by majority vote with each share of such Preferred Stock entitled to one vote). In the event that a vacancy is created on the board of directors at any time due to the death, disability, retirement, resignation or removal of the Preferred Stock Director, then the holders of the outstanding shares of Series A Preferred Stock, together with the holders of all other Preferred Stock on parity with the Series A Preferred Stock (voting as a separate class by majority vote with each share of such Preferred Stock entitled to one vote) shall have the right to designate an individual to fill such vacancy. If the holders of shares of such Preferred Stock shall fail to designate in writing a representative to fill the vacant Preferred Stock Director seat on the board of directors, such board of directors seat shall remain vacant until such time as the holders of shares of such Preferred Stock elect an individual to fill such seat in accordance with this Section B.2.5.2, and during any period where such seat remains vacant, the board of directors nonetheless shall be deemed duly constituted.

2.5.3 Other Special Voting Rights. Without the prior written consent if holders of a majority of the then outstanding shares of Series A Preferred Stock, voting separately as a single class with one vote per share of Series A Preferred Stock, in person or by proxy, either in writing without a meeting or at an annual or a special meeting of such holders, and any other applicable shareholder approval requirements required by law, the Corporation shall not, create, or authorize the creation of, any additional class or series of capital stock of the Corporation (or any security convertible into or exercisable for any class or series of capital stock of the Corporation) that ranks superior to the Series A Preferred Stock in rights, preferences or privileges (including with respect to dividends, liquidation, redemption or voting).

2.6 Right to Convert; Automatic Conversion.

2.6.1 Right to Convert. Subject to the provisions of this Section B.2.6, at any time and from time to time, any holder of Series A Preferred Stock shall have the right by written election to the Corporation to convert all or any portion of the outstanding shares of Series A Preferred Stock (including any fraction a share of Series A Preferred Stock) held by such holder into an aggregate number of shares of Common Stock (including any fraction of a share) as is determined by (i) multiplying the number of shares of Series A Preferred Stock (including any fraction of a share) to be converted by the original purchase price of such Series A Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A Preferred Stock), and then (ii) dividing the result by the Series A Conversion Price in effect immediately prior to such conversion. The initial conversion price per share of Series A Preferred Stock (the "Series A Conversion Price") shall be by the original purchase price of such Series A Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A Preferred Stock), subject to adjustment as applicable in accordance with Section B.2.7.5 of this Article IV.

2.6.2 Automatic Conversion. Subject to the provisions of this Section B.2.6, in connection with, and on the closing of, a sale of Common Stock by the Corporation, in a firm commitment underwritten public offering led by a nationally recognized underwriting firm pursuant to an effective registration statement under the Securities Act of 1933, as amended (or any successor federal statute, and the rules and regulations thereunder, which shall be in effect at the time), all of the outstanding shares of the Series A Preferred Stock (including any fraction of a share of Series A Preferred Stock) held by shareholders shall automatically convert into an aggregate number of shares of Common Stock (including any fraction of a share of Series A Preferred Stock) as determined by (i) multiplying the number of shares of Series A Preferred Stock (including any fraction of a share of Series A Preferred Stock) to be converted by the original purchase price thereof (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A Preferred Stock), and then (ii) dividing the result by the applicable Series A Conversion Price then in effect. If a closing of an underwritten public offering occurs, such automatic conversion of all outstanding shares of Series A Preferred Stock shall be deemed to have been converted into shares of Common Stock as of immediately prior to such closing.

2.7 Conversion.

2.7.1 Procedure for Conversion; Effect of Conversion.

(a) Procedure for Holder Conversion. In order to effectuate a conversion of shares of Series A Preferred pursuant to Section B.2.6.1 of this Article IV, a holder shall (i) submit a written election to the Corporation that such holder elects to convert shares of the Series A Preferred Stock and the number of shares of Series A Preferred Stock elected to be converted, and (ii) surrender to the Corporation, along with such written election, the certificate or certificates representing the shares of Series A Preferred Stock to be converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers relating thereto) or, in the event the certificate or certificates are lost, stolen or missing, accompanied by an affidavit of loss executed by the holder. The conversion of such shares of Series A Preferred Stock hereunder shall be deemed effective as of the date of surrender of such Series A Preferred Stock certificate or certificates or delivery of such affidavit of loss. Upon the receipt by the Corporation of a written election and the surrender of such certificate(s) and accompanying materials, the Corporation shall as promptly as practicable (but in any event within ten (10) days thereafter) deliver to the relevant holder (i) a certificate in such holder's name (or the name of such holder's designee as stated in the written election) for the number of shares of Common Stock to which such holder shall be entitled upon conversion of the applicable shares of Series A Preferred Stock as calculated pursuant to Section B.2.6.1 of this Article IV and, (ii) if applicable, a certificate in such holder's (or the name of such holder's designee as stated in the written election) for the number of shares of the Series A Preferred Stock (including any fractional share) represented by the certificate or certificates delivered to the Corporation for conversion but otherwise not elected to be converted pursuant to the written election. All shares of capital stock issued hereunder by the Corporation shall be duly and validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(b) Procedure for Automatic Conversion. As of the closing of an underwritten public offering all outstanding shares of Series A Preferred Stock shall

be converted to the number of shares of Common Stock calculated pursuant to Section B.2.6.2 of this Article IV without any further action by the relevant holder of such shares of Series A Preferred Stock of the Corporation. As promptly as practicable following the closing of the underwritten public offering (but in any event within five (5) days thereafter), the Corporation shall send each holder of Shares of Series A Preferred Stock written notice of such event. Upon receipt of such notice, each holder of shares of Series A Preferred Stock shall surrender to the Corporation the certificate or certificates representing the shares of Series A Preferred Stock being converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers related thereto) or, in the event the certificate or certificates are lost, stolen, or missing, accompanied by an affidavit of loss executed by the holder. Upon surrender of the certificate(s) and accompanying materials, the Corporation shall as promptly as practicable (but in any event within fifteen (15) days thereafter) deliver to the relevant holder a certificate in such holder's name (or the name of such holder's designee as stated in writing by the holder) for the number of shares of Common Stock (including any fractional share) to which such holder shall be entitled upon conversion of the applicable shares of Series A Preferred Stock. All shares of Common Stock issued hereunder by the Corporation shall be duly and validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(c) Effect of Conversion. All shares of Series A Preferred Stock as provided in this Section B.2.7.1 shall no longer be deemed outstanding as of the effective time of the applicable conversion and all rights with respect to such shares of Series A Preferred Stock shall immediately cease and terminate as of such time, other than the right of the holder to receive shares of Common Stock and the payment in lieu of any fraction of share of Common Stock in exchange therefor.

2.7.2 Reservation of Shares. The Corporation shall at all times when any shares of Series A Preferred Stock is outstanding reserve and keep available out of its authorized but unissued shares of capital stock, solely for the purpose of issuance upon the conversion of the Series A Preferred Stock, such number of shares of Common Stock issuable upon the conversion of all outstanding Series A Preferred Stock pursuant to this Section B.2.7, taking into account any adjustment to such number of shares so issuable in accordance with Section B.2.7.5 of this Article IV. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not close its books against the transfer of any of its capital stock in any manner that would prevent the timely conversion of the shares of Series A Preferred Stock.

2.7.3 No Charge or Payment. The issuance of certificates for shares of Common Shares upon conversion of shares of Series A Preferred Stock pursuant to Section B.2.7.2 of this Article IV shall be made without payment of additional consideration by, or other charge, cost or tax to, the holder in respect thereof.

2.7.4 Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation, the conversion rights set forth in Section

B.2.7.1(a) of this Article IV shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable upon such event to the holders of Series A Preferred Stock.

2.7.5 Adjustment to Conversion Price and Number of Conversion Shares. In order to prevent dilution of the conversion rights granted under this Section B.2.7, the Series A Conversion Price and the number of shares issuable on conversion of the Series A Preferred Stock shall be subject to adjustment from time to time as provided in this Section B.2.7.5.

(a) Adjustment to Conversion Price and Conversion Shares Upon Dividend, Subdivision or Combination of Common Stock. If the Corporation shall, at any time or from time to time after the date on which the Corporation issued the first share of Series A Preferred Stock, (i) pay a dividend or make any other distribution upon the Common Stock or any other capital stock of the Corporation payable in shares of Common Stock or warrants, options or other rights to subscribe for or purchase Common Stock, or (ii) subdivide (by any stock split, recapitalization or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Series A Conversion Price in effect immediately prior to any such dividend, distribution or subdivision shall be proportionately reduced and the number of conversion shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be proportionately increased. If the Corporation at any time combines (by combination, reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Series A Conversion Price in effect immediately prior to such combination shall be proportionately increased and the number of conversion shares issuable upon conversion of the Series A Preferred Stock shall be proportionately decreased. Any adjustment under this Section B.2.7.5(a) shall become effective at the close of business on the date the dividend, subdivision or combination becomes effective.

(b) Adjustment to Conversion Price and Conversion Shares Upon Reorganization, Reclassification, Consolidation or Merger. In the event of any (i) capital reorganization of the Corporation, (ii) reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value no par value or as a result of a stock dividend or subdivision, split or combination of shares), (iii) consolidation or merger of the Corporation with or into another entity, (iv) sale of substantially all of the Corporation's assets to another entity, or (v) other similar transactions (other than any transaction covered under Section B.2.7.5(a)), in each case which entitles the holders of Common Stock to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, each share of Series A Preferred Stock shall, immediately after such reorganization, reclassification, consolidation, merger, sale or similar transaction, remain outstanding and shall thereafter, in lieu of or in addition to (as the case may be) the number of conversion shares then convertible for such share of Series A Preferred Stock, be exercisable for the kind and number of shares of stock or other securities or assets of the Corporation or of the successor entity resulting from the transaction to which such share of Series A Preferred Stock would have been entitled upon such reorganization, consolidation, merger, sale or similar transaction and acquired the applicable number of conversion shares then issuable hereunder for the Series A Preferred Shares as a result of such conversion (without taking into account any limitations or restrictions on the convertibility of such share of Series A Preferred Stock, if any); and, in such case, appropriate adjustment shall be made with respect to such holder's

rights hereunder to ensure that the provisions of this Section 2.7.5 shall thereafter be applicable, as nearly as possible, to the Series A Preferred Stock in relation to any shares of stock, securities or assets thereafter acquirable upon the conversion of the Series A Preferred Stock (including, in the case of any consolidation, merger, sale or similar transaction in which the successor or purchasing entity is other than the Corporation, an immediate adjustment in the Series A Conversion Price to the value per share for the Common Stock reflected by the terms of such consolidation, merger, sale or similar transaction, and a corresponding immediate adjustment to the number of conversion shares acquirable upon conversion of the Series A Preferred Stock without regard to any limitations or restrictions on conversion, if the value so reflected is less than the Series A Conversion Price in effect immediately prior to such consolidation, merger, sale or similar transaction). The provisions of this Section B.2.7.5(b) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or similar transactions. The Corporation shall not effect any such reorganization, reclassification, consolidation, merger, sale or similar transaction unless, prior to the consummation thereof, the successor entity (if other than the Corporation) resulting from such reorganization, reclassification, consolidation, merger, sale or similar transaction, shall assume, by written instrument substantially similar in form and substance to this Section 2 of this Article IV, the obligation to deliver to the holders of Series A Preferred Stock such shares of stock, securities or assets which, in accordance with the foregoing provisions, such holders shall be entitled to receive upon conversion of the Series A Preferred Stock. Notwithstanding anything to the contrary contained herein, with respect to any corporate event or other transaction contemplated by the provisions of this Section 2.7.5(b), each holder of shares of Series A Preferred Stock shall have the right to elect prior to the consummation of such event or transaction, to give effect to the provisions of Section 2.7.1(a) of this Article IV instead of giving effect to the provisions contained in this Section 2.7.5(b) with respect to such holder's Series A Preferred Stock.

2.7.6 Certificate as to Adjustment.

(a) As promptly as practicable following any adjustment of the Series A Conversion Price, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to each holder of record of Series A Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) a certificate of an executive officer setting forth in reasonable detail such adjustment and the facts upon which it is based and certifying the calculation thereof.

(b) As promptly as reasonably practicable following the receipt by the Corporation of a written request by any holder of Series A Preferred Stock, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to such holder a certificate of an executive officer certifying the Series A Conversion Price then in effect and the number of conversion shares or the amount, if any, of other shares of stock, securities or assets then issuable to such holder upon conversion of the shares of Series A Preferred stock held by such holder.

2.7.7 Notices. In the event:

(a) that the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series A Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, to vote at a meeting (or by written consent), to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, any consolidation or merger of the Corporation with or into another entity, or the sale of all or substantially all of the Corporation's assets to another entity; or

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation;

then, and in each such case, the Corporation shall send or cause to be sent to each holder of record of Series A Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) at least ten (10) days prior to the applicable record date or the applicable expected effective date, as the case may be, for the event a written notice specifying, as the case may be, (i) the record date for such dividend, distribution, meeting or consent or other right or action, and a description of such dividend, distribution, or other right or action to be taken at such meeting or by written consent, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series A Preferred Stock and the conversion shares.

2.8 Acquired Series A Preferred Stock. Any shares of Series A Preferred Stock converted or otherwise acquired by the Corporation shall be cancelled and retired as authorized and issued shares of the capital stock of the Corporation and no such shares of Series A Preferred Stock shall thereafter be reissued, sold or transferred.

2.9 Amendment and Waiver. No provision of this Section B.2 may be amended, modified or waived except by an instrument in writing executed by the Corporation and at least a majority of the holders of the then outstanding Series A Preferred Stock.

3. Series A-1 Preferred Stock.

3.1 Designation. There shall be a series of Preferred Stock that shall be designated as "Series A-1 Preferred Stock" (the "Series A-1 Preferred Stock") and the number of shares of Preferred Stock constituting such series shall be Four Hundred Twenty-Six Thousand Seven Hundred Fifty (426,750). The rights, preferences, powers, restrictions and limitations of the Series A-1 Preferred Stock shall be as set forth herein.

3.2 Rank. With respect to payment of dividends and distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all shares of the Series A-1 Preferred Stock shall (a) rank senior to all Common Stock, (b) on parity with any other class or series of Preferred Stock or other capital stock of the Corporation hereafter created specifically ranking, by its terms, on parity with the Series A-1 Preferred Stock; and (c) junior to any other class or series of Preferred Stock or other capital stock of the Corporation hereafter created (with the written consent of the holders of a majority of the Shares of the Preferred Stock on parity with the Series A-1 Preferred Stock obtained in accordance with Section B.3.5.3 of this Article IV) specifically ranking by its terms, senior to the Series A-1 Preferred Stock.

3.3 Dividends. From and after the date of issuance of any share of Series A-1 Preferred Stock, dividends may be declared and paid on the Series A-1 Preferred Stock from funds lawfully available therefor as and when determined by the board of directors and subject to any preferential dividend rights of any other class or series of Preferred Stock or other capital stock that rank senior to the Series A-1 Preferred Stock

3.4 Liquidation. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the Series A-1 Preferred Stock then outstanding shall be entitled to, together pro rata with the holders of any other class or series of Preferred Stock or other capital stock on parity with the Series A-1 Preferred Stock, to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made to the holders of Common Stock or any other class or series of Preferred Stock or other stock that ranks junior to the Series A-1 Preferred Stock by reason of their ownership thereof, an amount in cash equal to the aggregate amount of the original purchase price per share of the Series A-1 Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A-1 Preferred Stock) of all shares of Series A-1 Preferred Stock held by such holder. If upon any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation the remaining assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the Series A-1 Preferred Stock and any other class or series of Preferred Stock or other capital stock on parity with the Series A-1 Preferred Stock the full preferential amount to which they are entitled under these Second Amended and Restated Articles of Incorporation, (a) the holders of the Series A-1 Preferred Stock and any other class or series of Preferred Stock or other capital stock on parity with the Series A-1 Preferred Stock shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective full preferential amounts which would otherwise be payable in respect of the Series A-1 Preferred Stock and such other class or series of Preferred Stock or other capital stock on parity with the Series A-1 Preferred Stock in the aggregate upon such voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and (b) the Corporation shall not make or agree to make any payments to the holders of the Common Stock or any other class or series of Preferred Stock or other stock that ranks junior to the Series A-1 Preferred Stock.

3.5 Voting.

3.5.1 General. Each holder of shares of Series A-1 Preferred Stock shall be entitled to vote with holders of outstanding Common Stock, voting together as a single class, with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration (whether at a meeting of shareholders of the Corporation, by written action of the shareholders in lieu of a meeting or otherwise), except as provided by law or by the provisions of or by the provisions of Section B.3.5.2 of this Article IV. In any such vote, each share of Series A-1 Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which the share of Series A-1 Preferred Stock is convertible pursuant to Section B.3.7 of this Article IV as of the record date for such vote or written consent or, if there is no specified record date, as of the date of such vote or written consent. Each holder of outstanding shares of Series A-1 Preferred Stock shall be entitled to notice of all shareholder meetings (or requests for written consent) in accordance with the Corporation's bylaws.

3.5.2 Election of Directors. In the election of directors to the Corporation, for so long as shares of the Series A-1 Preferred Stock are outstanding, the holders of the Series A-1 Preferred Stock, together with the holders of all other Preferred Stock on parity with the Series A-1 Preferred Stock, voting as a separate class, shall be entitled to elect by majority vote (with each share of such Preferred Stock entitled to one vote) the Preferred Stock Director. The Preferred Stock Director may be removed at any time as a director by the board of directors (with or without cause) upon, and only upon, the written request of the holders of the outstanding shares of such Preferred Stock (voting as a separate class by majority vote with each share of such Preferred Stock entitled to one vote). In the event that a vacancy is created on the board of directors at any time due to the death, disability, retirement, resignation or removal of the Preferred Stock Director, then the holders of the outstanding shares of Series A-1 Preferred Stock, together with the holders of all other Preferred Stock on parity with the Series A-1 Preferred Stock (voting as a separate class by majority vote with each share of such Preferred Stock entitled to one vote) shall have the right to designate an individual to fill such vacancy. If the holders of shares of such Preferred Stock shall fail to designate in writing a representative to fill the vacant Preferred Stock Director seat on the board of directors, such board of directors seat shall remain vacant until such time as the holders of shares of such Preferred Stock elect an individual to fill such seat in accordance with this Section B.3.5.2, and during any period where such seat remains vacant, the board of directors nonetheless shall be deemed duly constituted.

3.5.3 Other Special Voting Rights. Without the prior written consent if holders of a majority of the then outstanding shares of Series A-1 Preferred Stock, voting separately as a single class with one vote per share of Series A-1 Preferred Stock, in person or by proxy, either in writing without a meeting or at an annual or a special meeting of such holders, and any other applicable shareholder approval requirements required by law, the Corporation shall not, create, or authorize the creation of, any additional class or series of capital stock of the Corporation (or any security convertible into or exercisable for any class or series of capital stock of the Corporation) that ranks superior to the Series A-1 Preferred Stock in rights, preferences or privileges (including with respect to dividends, liquidation, redemption or voting).

3.6 Right to Convert; Automatic Conversion.

3.6.1 Right to Convert. Subject to the provisions of this Section B.3.6, at any time and from time to time, any holder of Series A-1 Preferred Stock shall have the right by written election to the Corporation to convert all or any portion of the outstanding shares of Series A-1 Preferred Stock (including any fraction a share of Series A-1 Preferred Stock) held by such holder into an aggregate number of shares of Common Stock (including any fraction of a share) as is determined by (i) multiplying the number of shares of Series A-1 Preferred Stock (including any fraction of a share) to be converted by the original purchase price of such Series A-1 Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A-1 Preferred Stock), and then (ii) dividing the result by the Series A-1 Conversion Price in effect immediately prior to such conversion. The initial conversion price per share of Series A-1 Preferred Stock (the "Series A-1 Conversion Price") shall be by the original purchase price of such Series A-1 Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A-1 Preferred Stock), subject to adjustment as applicable in accordance with Section B.3.7.5 of this Article IV.

3.6.2 Automatic Conversion. Subject to the provisions of this Section B.3.6, in connection with, and on the closing of, a sale of Common Stock by the Corporation, in a firm commitment underwritten public offering led by a nationally recognized underwriting firm pursuant to an effective registration statement under the Securities Act of 1933, as amended (or any successor federal statute, and the rules and regulations thereunder, which shall be in effect at the time), all of the outstanding shares of the Series A-1 Preferred Stock (including any fraction of a share of Series A-1 Preferred Stock) held by shareholders shall automatically convert into an aggregate number of shares of Common Stock (including any fraction of a share of Series A-1 Preferred Stock) as determined by (i) multiplying the number of shares of Series A-1 Preferred Stock (including any fraction of a share of Series A-1 Preferred Stock) to be converted by the original purchase price thereof (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A-1 Preferred Stock), and then (ii) dividing the result by the applicable Series A-1 Conversion Price then in effect. If a closing of an underwritten public offering occurs, such automatic conversion of all outstanding shares of Series A-1 Preferred Stock shall be deemed to have been converted into shares of Common Stock as of immediately prior to such closing.

3.7 Conversion.

3.7.1 Procedure for Conversion; Effect of Conversion.

(a) Procedure for Holder Conversion. In order to effectuate a conversion of shares of Series A-1 Preferred pursuant to Section B.3.6.1 of this Article IV, a holder shall (i) submit a written election to the Corporation that such holder elects to convert shares of the Series A-1 Preferred Stock and the number of shares of Series A-1 Preferred Stock elected to be converted, and (ii) surrender to the Corporation, along with such written election, the certificate or certificates representing the shares of Series A-1 Preferred Stock to be converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers relating thereto) or, in the event the certificate or certificates are lost, stolen or missing, accompanied by an affidavit of loss executed by the holder. The conversion of such

shares of Series A-1 Preferred Stock hereunder shall be deemed effective as of the date of surrender of such Series A-1 Preferred Stock certificate or certificates or delivery of such affidavit of loss. Upon the receipt by the Corporation of a written election and the surrender of such certificate(s) and accompanying materials, the Corporation shall as promptly as practicable (but in any event within ten (10) days thereafter) deliver to the relevant holder (i) a certificate in such holder's name (or the name of such holder's designee as stated in the written election) for the number of shares of Common Stock to which such holder shall be entitled upon conversion of the applicable shares of Series A-1 Preferred Stock as calculated pursuant to Section B.3.6.1 of this Article IV and, (ii) if applicable, a certificate in such holder's (or the name of such holder's designee as stated in the written election) for the number of shares of the Series A-1 Preferred Stock (including any fractional share) represented by the certificate or certificates delivered to the Corporation for conversion but otherwise not elected to be converted pursuant to the written election. All shares of capital stock issued hereunder by the Corporation shall be duly and validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(b) Procedure for Automatic Conversion. As of the closing of an underwritten public offering all outstanding shares of Series A-1 Preferred Stock shall be converted to the number of shares of Common Stock calculated pursuant to Section B.3.6.2 of this Article IV without any further action by the relevant holder of such shares of Series A-1 Preferred Stock of the Corporation. As promptly as practicable following the closing of the underwritten public offering (but in any event within five (5) days thereafter), the Corporation shall send each holder of Shares of Series A-1 Preferred Stock written notice of such event. Upon receipt of such notice, each holder of shares of Series A-1 Preferred Stock shall surrender to the Corporation the certificate or certificates representing the shares of Series A-1 Preferred Stock being converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers related thereto) or, in the event the certificate or certificates are lost, stolen, or missing, accompanied by an affidavit of loss executed by the holder. Upon surrender of the certificate(s) and accompanying materials, the Corporation shall as promptly as practicable (but in any event within fifteen (15) days thereafter) deliver to the relevant holder a certificate in such holder's name (or the name of such holder's designee as stated in writing by the holder) for the number of shares of Common Stock (including any fractional share) to which such holder shall be entitled upon conversion of the applicable shares of Series A-1 Preferred Stock. All shares of Common Stock issued hereunder by the Corporation shall be duly and validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(c) Effect of Conversion. All shares of Series A-1 Preferred Stock as provided in this Section B.3.7.1 shall no longer be deemed outstanding as of the effective time of the applicable conversion and all rights with respect to such shares of Series A-1 Preferred Stock shall immediately cease and terminate as of such time, other than the right of the holder to receive shares of Common Stock and the payment in lieu of any fraction of share of Common Stock in exchange therefor.

3.7.2 Reservation of Shares. The Corporation shall at all times when any shares of Series A-1 Preferred Stock is outstanding reserve and keep available out of its authorized but unissued shares of capital stock, solely for the purpose of issuance upon the

conversion of the Series A-1 Preferred Stock, such number of shares of Common Stock issuable upon the conversion of all outstanding Series A-1 Preferred Stock pursuant to this Section B.3.7, taking into account any adjustment to such number of shares so issuable in accordance with Section B.3.7.5 of this Article IV. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not close its books against the transfer of any of its capital stock in any manner that would prevent the timely conversion of the shares of Series A-1 Preferred Stock.

3.7.3 No Charge or Payment. The issuance of certificates for shares of Common Shares upon conversion of shares of Series A-1 Preferred Stock pursuant to Section B.3.7.2 of this Article IV shall be made without payment of additional consideration by, or other charge, cost or tax to, the holder in respect thereof.

3.7.4 Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation, the conversion rights set forth in Section B.3.7.1(a) of this Article IV shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable upon such event to the holders of Series A-1 Preferred Stock.

3.7.5 Adjustment to Conversion Price and Number of Conversion Shares. In order to prevent dilution of the conversion rights granted under this Section B.3.7, the Series A-1 Conversion Price and the number of shares issuable on conversion of the Series A-1 Preferred Stock shall be subject to adjustment from time to time as provided in this Section B.3.7.5.

(a) Adjustment to Conversion Price and Conversion Shares Upon Dividend, Subdivision or Combination of Common Stock. If the Corporation shall, at any time or from time to time after the date on which the Corporation issued the first share of Series A-1 Preferred Stock, (i) pay a dividend or make any other distribution upon the Common Stock or any other capital stock of the Corporation payable in shares of Common Stock or warrants, options or other rights to subscribe for or purchase Common Stock, or (ii) subdivide (by any stock split, recapitalization or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Series A-1 Conversion Price in effect immediately prior to any such dividend, distribution or subdivision shall be proportionately reduced and the number of conversion shares of Common Stock issuable upon conversion of the Series A-1 Preferred Stock shall be proportionately increased. If the Corporation at any time combines (by combination, reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Series A-1 Conversion Price in effect immediately prior to such combination shall be proportionately increased and the number of conversion shares issuable upon conversion of the Series A-1 Preferred Stock shall be proportionately decreased. Any adjustment under this Section B.3.7.5(a) shall become effective at the close of business on the date the dividend, subdivision or combination becomes effective.

(b) Adjustment to Conversion Price and Conversion Shares Upon Reorganization, Reclassification, Consolidation or Merger. In the event of any

(i) capital reorganization of the Corporation, (ii) reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value no par value or as a result of a stock dividend or subdivision, split or combination of shares), (iii) consolidation or merger of the Corporation with or into another entity, (iv) sale of substantially all of the Corporation's assets to another entity, or (v) other similar transactions (other than any transaction covered under Section B.3.7.5(a)), in each case which entitles the holders of Common Stock to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, each share of Series A-1 Preferred Stock shall, immediately after such reorganization, reclassification, consolidation, merger, sale or similar transaction, remain outstanding and shall thereafter, in lieu of or in addition to (as the case may be) the number of conversion shares then convertible for such share of Series A-1 Preferred Stock, be exercisable for the kind and number of shares of stock or other securities or assets of the Corporation or of the successor entity resulting from the transaction to which such share of Series A-1 Preferred Stock would have been entitled upon such reorganization, consolidation, merger, sale or similar transaction and acquired the applicable number of conversion shares then issuable hereunder for the Series A-1 Preferred Shares as a result of such conversion (without taking into account any limitations or restrictions on the convertibility of such share of Series A-1 Preferred Stock, if any); and, in such case, appropriate adjustment shall be made with respect to such holder's rights hereunder to ensure that the provisions of this Section 3.7.5 shall thereafter be applicable, as nearly as possible, to the Series A-1 Preferred Stock in relation to any shares of stock, securities or assets thereafter acquirable upon the conversion of the Series A-1 Preferred Stock (including, in the case of any consolidation, merger, sale or similar transaction in which the successor or purchasing entity is other than the Corporation, an immediate adjustment in the Series A-1 Conversion Price to the value per share for the Common Stock reflected by the terms of such consolidation, merger, sale or similar transaction, and a corresponding immediate adjustment to the number of conversion shares acquirable upon conversion of the Series A-1 Preferred Stock without regard to any limitations or restrictions on conversion, if the value so reflected is less than the Series A-1 Conversion Price in effect immediately prior to such consolidation, merger, sale or similar transaction). The provisions of this Section B.3.7.5(b) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or similar transactions. The Corporation shall not effect any such reorganization, reclassification, consolidation, merger, sale or similar transaction unless, prior to the consummation thereof, the successor entity (if other than the Corporation) resulting from such reorganization, reclassification, consolidation, merger, sale or similar transaction, shall assume, by written instrument substantially similar in form and substance to this Section 3 of this Article IV, the obligation to deliver to the holders of Series A-1 Preferred Stock such shares of stock, securities or assets which, in accordance with the foregoing provisions, such holders shall be entitled to receive upon conversion of the Series A-1 Preferred Stock. Notwithstanding anything to the contrary contained herein, with respect to any corporate event or other transaction contemplated by the provisions of this Section 3.7.5(b), each holder of shares of Series A-1 Preferred Stock shall have the right to elect prior to the consummation of such event or transaction, to give effect to the provisions of Section 3.7.1(a) of this Article IV instead of giving effect to the provisions contained in this Section 3.7.5(b) with respect to such holder's Series A-1 Preferred Stock.

3.7.6 Certificate as to Adjustment.

(c) As promptly as practicable following any adjustment of the Series A-1 Conversion Price, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to each holder of record of Series A-1 Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) a certificate of an executive officer setting forth in reasonable detail such adjustment and the facts upon which it is based and certifying the calculation thereof.

(d) As promptly as reasonably practicable following the receipt by the Corporation of a written request by any holder of Series A-1 Preferred Stock, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to such holder a certificate of an executive officer certifying the Series A-1 Conversion Price then in effect and the number of conversion shares or the amount, if any, of other shares of stock, securities or assets then issuable to such holder upon conversion of the shares of Series A-1 Preferred stock held by such holder.

3.7.7 Notices. In the event:

(d) that the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series A-1 Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, to vote at a meeting (or by written consent), to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(e) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, any consolidation or merger of the Corporation with or into another entity, or the sale of all or substantially all of the Corporation's assets to another entity; or

(f) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation;

then, and in each such case, the Corporation shall send or cause to be sent to each holder of record of Series A-1 Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) at least ten (10) days prior to the applicable record date or the applicable expected effective date, as the case may be, for the event a written notice specifying, as the case may be, (i) the record date for such dividend, distribution, meeting or consent or other right or action, and a description of such dividend, distribution, or other right or action to be taken at such meeting or by written consent, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series A-1 Preferred Stock and the conversion shares.

3.8 Acquired Series A-1 Preferred Stock. Any shares of Series A-1 Preferred Stock converted or otherwise acquired by the Corporation shall be cancelled and retired as authorized and issued shares of the capital stock of the Corporation and no such shares of Series A-1 Preferred Stock shall thereafter be reissued, sold or transferred.

3.9 Amendment and Waiver. No provision of this Section B.3 may be amended, modified or waived except by an instrument in writing executed by the Corporation and at least a majority of the holders of the then outstanding Series A-1 Preferred Stock.

4. Series A-2 Preferred Stock.

4.1 Designation. There shall be a series of Preferred Stock that shall be designated as "Series A-2 Preferred Stock" (the "Series A-2 Preferred Stock") and the number shares of Preferred Stock constituting such series shall be One Hundred Sixty-Seven Thousand One Hundred Seventy-Five (167,175). The rights, preferences, powers, restrictions and limitations of the Series A-2 Preferred Stock shall be as set forth herein.

4.2 Rank. With respect to payment of dividends and distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all shares of the Series A-2 Preferred Stock shall (a) rank senior to all Common Stock, (b) on parity with any other class or series of Preferred Stock or other capital stock of the Corporation hereafter created specifically ranking, by its terms, on parity with the Series A-2 Preferred Stock; and (c) junior to any other class or series of Preferred Stock or other capital stock of the Corporation hereafter created (with the written consent of the holders of a majority of the Shares of the Preferred Stock on parity with the Series A-2 Preferred Stock obtained in accordance with Section B.4.5.3 of this Article IV) specifically ranking by its terms, senior to the Series A-2 Preferred Stock.

4.3 Dividends. From and after the date of issuance of any share of Series A-2 Preferred Stock, dividends may be declared and paid on the Series A-2 Preferred Stock from funds lawfully available therefor as and when determined by the board of directors and subject to any preferential dividend rights of any other class or series of Preferred Stock or other capital stock that rank senior to the Series A-2 Preferred Stock

4.4 Liquidation. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the Series A-2 Preferred Stock then outstanding shall be entitled to, together pro rata with the holders of any other class or series of Preferred Stock or other capital stock on parity with the Series A-2 Preferred Stock, to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made to the holders of Common Stock or any other class or series of Preferred Stock or other stock that ranks junior to the Series A-2 Preferred Stock by reason of their ownership thereof, an amount in cash equal to the aggregate amount of the original purchase price per share of the Series A-2 Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A-2 Preferred Stock) of all shares of Series A-2 Preferred Stock held by such holder. If upon any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation the remaining assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the Series A-2 Preferred

Stock and any other class or series of Preferred Stock or other capital stock on parity with the Series A-2 Preferred Stock the full preferential amount to which they are entitled under these Second Amended and Restated Articles of Incorporation, (a) the holders of the Series A-2 Preferred Stock and any other class or series of Preferred Stock or other capital stock on parity with the Series A-2 Preferred Stock shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective full preferential amounts which would otherwise be payable in respect of the Series A-2 Preferred Stock and such other class or series of Preferred Stock or other capital stock on parity with the Series A-2 Preferred Stock in the aggregate upon such voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and (b) the Corporation shall not make or agree to make any payments to the holders of the Common Stock or any other class or series of Preferred Stock or other stock that ranks junior to the Series A-2 Preferred Stock.

4.5 Voting.

4.5.1 General. Each holder of shares of Series A-2 Preferred Stock shall be entitled to vote with holders of outstanding Common Stock, voting together as a single class, with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration (whether at a meeting of shareholders of the Corporation, by written action of the shareholders in lieu of a meeting or otherwise), except as provided by law or by the provisions of or by the provisions of Section B.4.5.2 of this Article IV. In any such vote, each share of Series A-2 Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which the share of Series A-2 Preferred Stock is convertible pursuant to Section B.4.7 of this Article IV as of the record date for such vote or written consent or, if there is no specified record date, as of the date of such vote or written consent. Each holder of outstanding shares of Series A-2 Preferred Stock shall be entitled to notice of all shareholder meetings (or requests for written consent) in accordance with the Corporation's bylaws.

4.5.2 Election of Directors. In the election of directors to the Corporation, for so long as shares of the Series A-2 Preferred Stock are outstanding, the holders of the Series A-2 Preferred Stock, together with the holders of all other Preferred Stock on parity with the Series A-2 Preferred Stock, voting as a separate class, shall be entitled to elect by majority vote (with each share of such Preferred Stock entitled to one vote) the Preferred Stock Director. The Preferred Stock Director may be removed at any time as a director by the board of directors (with or without cause) upon, and only upon, the written request of the holders of the outstanding shares of such Preferred Stock (voting as a separate class by majority vote with each share of such Preferred Stock entitled to one vote). In the event that a vacancy is created on the board of directors at any time due to the death, disability, retirement, resignation or removal of the Preferred Stock Director, then the holders of the outstanding shares of Series A-2 Preferred Stock, together with the holders of all other Preferred Stock on parity with the Series A-2 Preferred Stock (voting as a separate class by majority vote with each share of such Preferred Stock entitled to one vote) shall have the right to designate an individual to fill such vacancy. If the holders of shares of such Preferred Stock shall fail to designate in writing a representative to fill the vacant Preferred Stock Director seat on the board of directors, such board of directors seat shall remain vacant until such time as the holders of shares of such Preferred Stock elect an individual to fill such seat in accordance with this Section B.4.5.2, and during any period where such seat remains vacant, the board of directors nonetheless shall be deemed duly constituted.

4.5.3 Other Special Voting Rights. Without the prior written consent if holders of a majority of the then outstanding shares of Series A-2 Preferred Stock, voting separately as a single class with one vote per share of Series A-2 Preferred Stock, in person or by proxy, either in writing without a meeting or at an annual or a special meeting of such holders, and any other applicable shareholder approval requirements required by law, the Corporation shall not, create, or authorize the creation of, any additional class or series of capital stock of the Corporation (or any security convertible into or exercisable for any class or series of capital stock of the Corporation) that ranks superior to the Series A-2 Preferred Stock in rights, preferences or privileges (including with respect to dividends, liquidation, redemption or voting).

4.6 Right to Convert; Automatic Conversion.

4.6.1 Right to Convert. Subject to the provisions of this Section B.4.6, at any time and from time to time, any holder of Series A-2 Preferred Stock shall have the right by written election to the Corporation to convert all or any portion of the outstanding shares of Series A-2 Preferred Stock (including any fraction a share of Series A-2 Preferred Stock) held by such holder into an aggregate number of shares of Common Stock (including any fraction of a share) as is determined by (i) multiplying the number of shares of Series A-2 Preferred Stock (including any fraction of a share) to be converted by the original purchase price of such Series A-2 Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A-2 Preferred Stock), and then (ii) dividing the result by the Series A-2 Conversion Price in effect immediately prior to such conversion. The initial conversion price per share of Series A-2 Preferred Stock (the "Series A-2 Conversion Price") shall be by the original purchase price of such Series A-2 Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A-2 Preferred Stock), subject to adjustment as applicable in accordance with Section B.4.7.5 of this Article IV.

4.6.2 Automatic Conversion. Subject to the provisions of this Section B.4.6, in connection with, and on the closing of, a sale of Common Stock by the Corporation, in a firm commitment underwritten public offering led by a nationally recognized underwriting firm pursuant to an effective registration statement under the Securities Act of 1933, as amended (or any successor federal statute, and the rules and regulations thereunder, which shall be in effect at the time), all of the outstanding shares of the Series A-2 Preferred Stock (including any fraction of a share of Series A-2 Preferred Stock) held by shareholders shall automatically convert into an aggregate number of shares of Common Stock (including any fraction of a share of Series A-2 Preferred Stock) as determined by (i) multiplying the number of shares of Series A-2 Preferred Stock (including any fraction of a share of Series A-2 Preferred Stock) to be converted by the original purchase price thereof (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series A-2 Preferred Stock), and then (ii) dividing the result by the applicable Series A-2 Conversion Price then in effect. If a closing of an underwritten public offering occurs, such automatic conversion of all outstanding shares of Series A-2 Preferred Stock shall be deemed to have been converted into shares of Common Stock as of immediately prior to such closing.

4.7 Conversion.

4.7.1 Procedure for Conversion; Effect of Conversion.

(a) Procedure for Holder Conversion. In order to effectuate a conversion of shares of Series A-2 Preferred pursuant to Section B.4.6.1 of this Article IV, a holder shall (i) submit a written election to the Corporation that such holder elects to convert shares of the Series A-2 Preferred Stock and the number of shares of Series A-2 Preferred Stock elected to be converted, and (ii) surrender to the Corporation, along with such written election, the certificate or certificates representing the shares of Series A-2 Preferred Stock to be converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers relating thereto) or, in the event the certificate or certificates are lost, stolen or missing, accompanied by an affidavit of loss executed by the holder. The conversion of such shares of Series A-2 Preferred Stock hereunder shall be deemed effective as of the date of surrender of such Series A-2 Preferred Stock certificate or certificates or delivery of such affidavit of loss. Upon the receipt by the Corporation of a written election and the surrender of such certificate(s) and accompanying materials, the Corporation shall as promptly as practicable (but in any event within ten (10) days thereafter) deliver to the relevant holder (i) a certificate in such holder's name (or the name of such holder's designee as stated in the written election) for the number of shares of Common Stock to which such holder shall be entitled upon conversion of the applicable shares of Series A-2 Preferred Stock as calculated pursuant to Section B.4.6.1 of this Article IV and, (ii) if applicable, a certificate in such holder's (or the name of such holder's designee as stated in the written election) for the number of shares of the Series A-2 Preferred Stock (including any fractional share) represented by the certificate or certificates delivered to the Corporation for conversion but otherwise not elected to be converted pursuant to the written election. All shares of capital stock issued hereunder by the Corporation shall be duly and validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(b) Procedure for Automatic Conversion. As of the closing of an underwritten public offering all outstanding shares of Series A-2 Preferred Stock shall be converted to the number of shares of Common Stock calculated pursuant to Section B.4.6.2 of this Article IV without any further action by the relevant holder of such shares of Series A-2 Preferred Stock of the Corporation. As promptly as practicable following the closing of the underwritten public offering (but in any event within five (5) days thereafter), the Corporation shall send each holder of Shares of Series A-2 Preferred Stock written notice of such event. Upon receipt of such notice, each holder of shares of Series A-2 Preferred Stock shall surrender to the Corporation the certificate or certificates representing the shares of Series A-2 Preferred Stock being converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers related thereto) or, in the event the certificate or certificates are lost, stolen, or missing, accompanied by an affidavit of loss executed by the holder. Upon surrender of the certificate(s) and accompanying materials, the Corporation shall as promptly as practicable (but in any event within fifteen (15) days thereafter) deliver to the relevant holder a certificate in such holder's name (or the name of such holder's designee as stated in writing by the holder) for the number of shares of Common Stock (including any fractional share) to which such holder shall be entitled upon conversion of the applicable shares of Series A-2 Preferred Stock. All shares of Common Stock issued hereunder by the Corporation shall be duly and validly issued, fully paid

and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(c) Effect of Conversion. All shares of Series A-2 Preferred Stock as provided in this Section B.2.7.1 shall no longer be deemed outstanding as of the effective time of the applicable conversion and all rights with respect to such shares of Series A-2 Preferred Stock shall immediately cease and terminate as of such time, other than the right of the holder to receive shares of Common Stock and the payment in lieu of any fraction of share of Common Stock in exchange therefor.

4.7.2 Reservation of Shares. The Corporation shall at all times when any shares of Series A-2 Preferred Stock is outstanding reserve and keep available out of its authorized but unissued shares of capital stock, solely for the purpose of issuance upon the conversion of the Series A-2 Preferred Stock, such number of shares of Common Stock issuable upon the conversion of all outstanding Series A-2 Preferred Stock pursuant to this Section B.4.7, taking into account any adjustment to such number of shares so issuable in accordance with Section B.4.7.5 of this Article IV. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not close its books against the transfer of any of its capital stock in any manner that would prevent the timely conversion of the shares of Series A-2 Preferred Stock.

4.7.3 No Charge or Payment. The issuance of certificates for shares of Common Shares upon conversion of shares of Series A-2 Preferred Stock pursuant to Section B.4.7.2 of this Article IV shall be made without payment of additional consideration by, or other charge, cost or tax to, the holder in respect thereof.

4.7.4 Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation, the conversion rights set forth in Section B.4.7.1(a) of this Article IV shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable upon such event to the holders of Series A-2 Preferred Stock.

4.7.5 Adjustment to Conversion Price and Number of Conversion Shares. In order to prevent dilution of the conversion rights granted under this Section B.4.7, the Series A-2 Conversion Price and the number of shares issuable on conversion of the Series A-2 Preferred Stock shall be subject to adjustment from time to time as provided in this Section B.4.7.5.

(a) Adjustment to Conversion Price and Conversion Shares Upon Dividend, Subdivision or Combination of Common Stock. If the Corporation shall, at any time or from time to time after the date on which the Corporation issued the first share of Series A-2 Preferred Stock, (i) pay a dividend or make any other distribution upon the Common Stock or any other capital stock of the Corporation payable in shares of Common Stock or warrants, options or other rights to subscribe for or purchase Common Stock, or (ii) subdivide (by any stock split, recapitalization or otherwise) its outstanding shares of Common Stock into a

greater number of shares, the Series A-2 Conversion Price in effect immediately prior to any such dividend, distribution or subdivision shall be proportionately reduced and the number of conversion shares of Common Stock issuable upon conversion of the Series A-2 Preferred Stock shall be proportionately increased. If the Corporation at any time combines (by combination, reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Series A-2 Conversion Price in effect immediately prior to such combination shall be proportionately increased and the number of conversion shares issuable upon conversion of the Series A-2 Preferred Stock shall be proportionately decreased. Any adjustment under this Section B4.7.5(a) shall become effective at the close of business on the date the dividend, subdivision or combination becomes effective.

(b) Adjustment to Conversion Price and Conversion Shares Upon Reorganization, Reclassification, Consolidation or Merger. In the event of any (i) capital reorganization of the Corporation, (ii) reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value no par value or as a result of a stock dividend or subdivision, split or combination of shares), (iii) consolidation or merger of the Corporation with or into another entity, (iv) sale of substantially all of the Corporation's assets to another entity, or (v) other similar transactions (other than any transaction covered under Section B.4.7.5(a)), in each case which entitles the holders of Common Stock to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, each share of Series A-2 Preferred Stock shall, immediately after such reorganization, reclassification, consolidation, merger, sale or similar transaction, remain outstanding and shall thereafter, in lieu of or in addition to (as the case may be) the number of conversion shares then convertible for such share of Series A-2 Preferred Stock, be exercisable for the kind and number of shares of stock or other securities or assets of the Corporation or of the successor entity resulting from the transaction to which such share of Series A-2 Preferred Stock would have been entitled upon such reorganization, consolidation, merger, sale or similar transaction and acquired the applicable number of conversion shares then issuable hereunder for the Series A-2 Preferred Shares as a result of such conversion (without taking into account any limitations or restrictions on the convertibility of such share of Series A-2 Preferred Stock, if any); and, in such case, appropriate adjustment shall be made with respect to such holder's rights hereunder to ensure that the provisions of this Section 4.7.5 shall thereafter be applicable, as nearly as possible, to the Series A-2 Preferred Stock in relation to any shares of stock, securities or assets thereafter acquirable upon the conversion of the Series A-2 Preferred Stock (including, in the case of any consolidation, merger, sale or similar transaction in which the successor or purchasing entity is other than the Corporation, an immediate adjustment in the Series A-2 Conversion Price to the value per share for the Common Stock reflected by the terms of such consolidation, merger, sale or similar transaction, and a corresponding immediate adjustment to the number of conversion shares acquirable upon conversion of the Series A-2 Preferred Stock without regard to any limitations or restrictions on conversion, if the value so reflected is less than the Series A-2 Conversion Price in effect immediately prior to such consolidation, merger, sale or similar transaction). The provisions of this Section B.4.7.5(b) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or similar transactions. The Corporation shall not effect any such reorganization, reclassification, consolidation, merger, sale or similar transaction unless, prior to the consummation thereof, the successor entity (if other than the Corporation) resulting from such reorganization, reclassification, consolidation, merger, sale or similar transaction, shall assume, by written instrument substantially similar in form and

substance to this Section 4 of this Article IV, the obligation to deliver to the holders of Series A-2 Preferred Stock such shares of stock, securities or assets which, in accordance with the foregoing provisions, such holders shall be entitled to receive upon conversion of the Series A-2 Preferred Stock. Notwithstanding anything to the contrary contained herein, with respect to any corporate event or other transaction contemplated by the provisions of this Section 4.7.5(b), each holder of shares of Series A-2 Preferred Stock shall have the right to elect prior to the consummation of such event or transaction, to give effect to the provisions of Section 4.7.1(a) of this Article IV instead of giving effect to the provisions contained in this Section 4.7.5(b) with respect to such holder's Series A-2 Preferred Stock.

4.7.6 Certificate as to Adjustment.

(a) As promptly as practicable following any adjustment of the Series A-2 Conversion Price, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to each holder of record of Series A-2 Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) a certificate of an executive officer setting forth in reasonable detail such adjustment and the facts upon which it is based and certifying the calculation thereof.

(b) As promptly as reasonably practicable following the receipt by the Corporation of a written request by any holder of Series A-2 Preferred Stock, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to such holder a certificate of an executive officer certifying the Series A-2 Conversion Price then in effect and the number of conversion shares or the amount, if any, of other shares of stock, securities or assets then issuable to such holder upon conversion of the shares of Series A-2 Preferred stock held by such holder.

4.7.7 Notices. In the event:

(a) that the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series A-2 Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, to vote at a meeting (or by written consent), to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, any consolidation or merger of the Corporation with or into another entity, or the sale of all or substantially all of the Corporation's assets to another entity; or

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation;

then, and in each such case, the Corporation shall send or cause to be sent to each holder of record of Series A-2 Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in

writing by such holder) at least ten (10) days prior to the applicable record date or the applicable expected effective date, as the case may be, for the event a written notice specifying, as the case may be, (i) the record date for such dividend, distribution, meeting or consent or other right or action, and a description of such dividend, distribution, or other right or action to be taken at such meeting or be written consent, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series A-2 Preferred Stock and the conversion shares.

4.8 Acquired Series A-2 Preferred Stock. Any shares of Series A-2 Preferred Stock converted or otherwise acquired by the Corporation shall be cancelled and retired as authorized and issued shares of the capital stock of the Corporation and no such shares of Series A-2 Preferred Stock shall thereafter be reissued, sold or transferred.

4.9 Amendment and Waiver. No provision of this Section B.4 may be amended, modified or waived except by an instrument in writing executed by the Corporation and at least a majority of the holders of the then outstanding Series A-2 Preferred Stock.

5. Series B Preferred Stock.

5.1 Designation. There shall be a series of Preferred Stock that shall be designated as "Series B Preferred Stock" (the "Series B Preferred Stock") and the number shares of Preferred Stock constituting such series shall be Five Hundred Thousand (500,000). The rights, preferences, powers, restrictions and limitations of the Series B Preferred Stock shall be as set forth herein.

5.2 Rank. With respect to payment of dividends and distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all shares of the Series B Preferred Stock shall (a) rank senior to all Common Stock, (b) on parity with any other class or series of Preferred Stock or other capital stock of the Corporation hereafter created specifically ranking, by its terms, on parity with the Series B Preferred Stock; and (c) junior to any other class or series of Preferred Stock or other capital stock of the Corporation hereafter created (with the written consent of the holders of a majority of the Shares of the Preferred Stock on parity with the Series B Preferred Stock obtained in accordance with Section B.5.5.3 of this Article IV) specifically ranking by its terms, senior to the Series B Preferred Stock.

5.3 Dividends. From and after the date of issuance of any share of Series B Preferred Stock, dividends may be declared and paid on the Series B Preferred Stock from funds lawfully available therefor as and when determined by the board of directors and subject to any preferential dividend rights of any other class or series of Preferred Stock or other capital stock that rank senior to the Series B Preferred Stock.

5.4 Liquidation. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the Series B Preferred Stock then outstanding shall be entitled to, together pro rata with the holders of any other class or series of Preferred Stock or other capital stock on parity with the Series B Preferred Stock, to be

paid out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made to the holders of Common Stock or any other class or series of Preferred Stock or other stock that ranks junior to the Series B Preferred Stock by reason of their ownership thereof, an amount in cash equal to the aggregate amount of the original purchase price per share of the Series B Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series B Preferred Stock) of all shares of Series B Preferred Stock held by such holder. If upon any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation the remaining assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the Series B Preferred Stock and any other class or series of Preferred Stock or other capital stock on parity with the Series B Preferred Stock the full preferential amount to which they are entitled under these Second Amended and Restated Articles of Incorporation, (a) the holders of the Series B Preferred Stock and any other class or series of Preferred Stock or other capital stock on parity with the Series B Preferred Stock shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective full preferential amounts which would otherwise be payable in respect of the Series B Preferred Stock and such other class or series of Preferred Stock or other capital stock on parity with the Series B Preferred Stock in the aggregate upon such voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and (b) the Corporation shall not make or agree to make any payments to the holders of the Common Stock or any other class or series of Preferred Stock or other stock that ranks junior to the Series B Preferred Stock.

5.5 Voting.

5.5.1 General. Each holder of shares of Series B Preferred Stock shall be entitled to vote with holders of outstanding Common Stock, voting together as a single class, with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration (whether at a meeting of shareholders of the Corporation, by written action of the shareholders in lieu of a meeting or otherwise), except as provided by law or by the provisions of or by the provisions of Section B.5.5.2 of this Article IV. In any such vote, each share of Series B Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which the share of Series B Preferred Stock is convertible pursuant to Section B.5.7 of this Article IV as of the record date for such vote or written consent or, if there is no specified record date, as of the date of such vote or written consent. Each holder of outstanding shares of Series B Preferred Stock shall be entitled to notice of all shareholder meetings (or requests for written consent) in accordance with the Corporation's bylaws.

5.5.2 Election of Directors. In the election of directors to the Corporation, for so long as shares of the Series B Preferred Stock are outstanding, the holders of the Series B Preferred Stock, together with the holders of all other Preferred Stock on parity with the Series B Preferred Stock, voting as a separate class, shall be entitled to elect by majority vote (with each share of such Preferred Stock entitled to one vote) the Preferred Stock Director. The Preferred Stock Director may be removed at any time as a director by the board of directors (with or without cause) upon, and only upon, the written request of the holders of the outstanding shares of such Preferred Stock (voting as a separate class by majority vote with each share of such Preferred Stock entitled to one vote). In the event that a vacancy is created on the board of directors at any time due to the death, disability, retirement, resignation or removal of the Preferred Stock Director, then the holders of the outstanding shares of Series B Preferred Stock, together with the

holders of all other Preferred Stock on parity with the Series B Preferred Stock (voting as a separate class by majority vote with each share of such Preferred Stock entitled to one vote) shall have the right to designate an individual to fill such vacancy. If the holders of shares of such Preferred Stock shall fail to designate in writing a representative to fill the vacant Preferred Stock Director seat on the board of directors, such board of directors seat shall remain vacant until such time as the holders of shares of such Preferred Stock elect an individual to fill such seat in accordance with this Section B.5.5.2, and during any period where such seat remains vacant, the board of directors nonetheless shall be deemed duly constituted.

5.5.3 Other Special Voting Rights. Without the prior written consent if holders of a majority of the then outstanding shares of Series B Preferred Stock, voting separately as a single class with one vote per share of Series B Preferred Stock, in person or by proxy, either in writing without a meeting or at an annual or a special meeting of such holders, and any other applicable shareholder approval requirements required by law, the Corporation shall not, create, or authorize the creation of, any additional class or series of capital stock of the Corporation (or any security convertible into or exercisable for any class or series of capital stock of the Corporation) that ranks superior to the Series B Preferred Stock in rights, preferences or privileges (including with respect to dividends, liquidation, redemption or voting).

5.6 Right to Convert; Automatic Conversion.

5.6.1 Right to Convert. Subject to the provisions of this Section B.5.6, at any time and from time to time, any holder of Series B Preferred Stock shall have the right by written election to the Corporation to convert all or any portion of the outstanding shares of Series B Preferred Stock (including any fraction a share of Series B Preferred Stock) held by such holder into an aggregate number of shares of Common Stock (including any fraction of a share) as is determined by (i) multiplying the number of shares of Series B Preferred Stock (including any fraction of a share) to be converted by the original purchase price of such Series B Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series B Preferred Stock), and then (ii) dividing the result by the Series B Conversion Price in effect immediately prior to such conversion. The initial conversion price per share of Series B Preferred Stock (the "Series B Conversion Price") shall be by the original purchase price of such Series B Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or similar transactions with respect to the Series B Preferred Stock), subject to adjustment as applicable in accordance with Section B.5.7.5 of this Article IV.

5.6.2 Automatic Conversion. Subject to the provisions of this Section B.5.6, in connection with, and on the closing of, a sale of Common Stock by the Corporation, in a firm commitment underwritten public offering led by a nationally recognized underwriting firm pursuant to an effective registration statement under the Securities Act of 1933, as amended (or any successor federal statute, and the rules and regulations thereunder, which shall be in effect at the time), all of the outstanding shares of the Series B Preferred Stock (including any fraction of a share of Series B Preferred Stock) held by shareholders shall automatically convert into an aggregate number of shares of Common Stock (including any fraction of a share of Series B Preferred Stock) as determined by (i) multiplying the number of shares of Series B Preferred Stock (including any fraction of a share of Series B Preferred Stock) to be converted by the original purchase price thereof (as adjusted for any stock splits, stock dividends,

recapitalizations or similar transactions with respect to the Series B Preferred Stock), and then (ii) dividing the result by the applicable Series B Conversion Price then in effect. If a closing of an underwritten public offering occurs, such automatic conversion of all outstanding shares of Series B Preferred Stock shall be deemed to have been converted into shares of Common Stock as of immediately prior to such closing.

5.7 Conversion.

5.7.1 Procedure for Conversion; Effect of Conversion.

(a) Procedure for Holder Conversion. In order to effectuate a conversion of shares of Series B Preferred pursuant to Section B.5.6.1 of this Article IV, a holder shall (i) submit a written election to the Corporation that such holder elects to convert shares of the Series B Preferred Stock and the number of shares of Series B Preferred Stock elected to be converted, and (ii) surrender to the Corporation, along with such written election, the certificate or certificates representing the shares of Series B Preferred Stock to be converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers relating thereto) or, in the event the certificate or certificates are lost, stolen or missing, accompanied by an affidavit of loss executed by the holder. The conversion of such shares of Series B Preferred Stock hereunder shall be deemed effective as of the date of surrender of such Series B Preferred Stock certificate or certificates or delivery of such affidavit of loss. Upon the receipt by the Corporation of a written election and the surrender of such certificate(s) and accompanying materials, the Corporation shall as promptly as practicable (but in any event within ten (10) days thereafter) deliver to the relevant holder (i) a certificate in such holder's name (or the name of such holder's designee as stated in the written election) for the number of shares of Common Stock to which such holder shall be entitled upon conversion of the applicable shares of Series B Preferred Stock as calculated pursuant to Section B.5.6.1 of this Article IV and, (ii) if applicable, a certificate in such holder's (or the name of such holder's designee as stated in the written election) for the number of shares of the Series B Preferred Stock (including any fractional share) represented by the certificate or certificates delivered to the Corporation for conversion but otherwise not elected to be converted pursuant to the written election. All shares of capital stock issued hereunder by the Corporation shall be duly and validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(b) Procedure for Automatic Conversion. As of the closing of an underwritten public offering all outstanding shares of Series B Preferred Stock shall be converted to the number of shares of Common Stock calculated pursuant to Section B.5.6.2 of this Article IV without any further action by the relevant holder of such shares of Series B Preferred Stock of the Corporation. As promptly as practicable following the closing of the underwritten public offering (but in any event within five (5) days thereafter), the Corporation shall send each holder of Shares of Series B Preferred Stock written notice of such event. Upon receipt of such notice, each holder of shares of Series B Preferred Stock shall surrender to the Corporation the certificate or certificates representing the shares of Series B Preferred Stock being converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers related thereto) or, in the event the certificate or certificates are lost, stolen, or missing, accompanied by an affidavit of loss executed by the holder. Upon surrender of the certificate(s) and accompanying materials, the Corporation shall as promptly as practicable (but in

any event within fifteen (15) days thereafter) deliver to the relevant holder a certificate in such holder's name (or the name of such holder's designee as stated in writing by the holder) for the number of shares of Common Stock (including any fractional share) to which such holder shall be entitled upon conversion of the applicable shares of Series B Preferred Stock. All shares of Common Stock issued hereunder by the Corporation shall be duly and validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(c) Effect of Conversion. All shares of Series B Preferred Stock as provided in this Section B.5.7.1 shall no longer be deemed outstanding as of the effective time of the applicable conversion and all rights with respect to such shares of Series B Preferred Stock shall immediately cease and terminate as of such time, other than the right of the holder to receive shares of Common Stock and the payment in lieu of any fraction of share of Common Stock in exchange therefor.

5.7.2 Reservation of Shares. The Corporation shall at all times when any shares of Series B Preferred Stock is outstanding reserve and keep available out of its authorized but unissued shares of capital stock, solely for the purpose of issuance upon the conversion of the Series B Preferred Stock, such number of shares of Common Stock issuable upon the conversion of all outstanding Series B Preferred Stock pursuant to this Section B.5.7, taking into account any adjustment to such number of shares so issuable in accordance with Section B.5.7.5 of this Article IV. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not close its books against the transfer of any of its capital stock in any manner that would prevent the timely conversion of the shares of Series B Preferred Stock.

5.7.3 No Charge or Payment. The issuance of certificates for shares of Common Shares upon conversion of shares of Series B Preferred Stock pursuant to Section B.5.7.2 of this Article IV shall be made without payment of additional consideration by, or other charge, cost or tax to, the holder in respect thereof.

5.7.4 Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation, the conversion rights set forth in Section B.5.7.1(a) of this Article IV shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable upon such event to the holders of Series B Preferred Stock.

5.7.5 Adjustment to Conversion Price and Number of Conversion Shares. In order to prevent dilution of the conversion rights granted under this Section B.5.7, the Series B Conversion Price and the number of shares issuable on conversion of the Series B Preferred Stock shall be subject to adjustment from time to time as provided in this Section B.5.7.5.

(a) Adjustment to Conversion Price and Conversion Shares Upon Dividend, Subdivision or Combination of Common Stock. If the Corporation shall,

at any time or from time to time after the date on which the Corporation issued the first share of Series B Preferred Stock, (i) pay a dividend or make any other distribution upon the Common Stock or any other capital stock of the Corporation payable in shares of Common Stock or warrants, options or other rights to subscribe for or purchase Common Stock, or (ii) subdivide (by any stock split, recapitalization or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Series B Conversion Price in effect immediately prior to any such dividend, distribution or subdivision shall be proportionately reduced and the number of conversion shares of Common Stock issuable upon conversion of the Series B Preferred Stock shall be proportionately increased. If the Corporation at any time combines (by combination, reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Series B Conversion Price in effect immediately prior to such combination shall be proportionately increased and the number of conversion shares issuable upon conversion of the Series B Preferred Stock shall be proportionately decreased. Any adjustment under this Section B.5.7.5(a) shall become effective at the close of business on the date the dividend, subdivision or combination becomes effective.

(b) Adjustment to Conversion Price and Conversion Shares Upon Reorganization, Reclassification, Consolidation or Merger. In the event of any (i) capital reorganization of the Corporation, (ii) reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value no par value or as a result of a stock dividend or subdivision, split or combination of shares), (iii) consolidation or merger of the Corporation with or into another entity, (iv) sale of substantially all of the Corporation's assets to another entity, or (v) other similar transactions (other than any transaction covered under Section B.5.7.5(a)), in each case which entitles the holders of Common Stock to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, each share of Series B Preferred Stock shall, immediately after such reorganization, reclassification, consolidation, merger, sale or similar transaction, remain outstanding and shall thereafter, in lieu of or in addition to (as the case may be) the number of conversion shares then convertible for such share of Series B Preferred Stock, be exercisable for the kind and number of shares of stock or other securities or assets of the Corporation or of the successor entity resulting from the transaction to which such share of Series B Preferred Stock would have been entitled upon such reorganization, consolidation, merger, sale or similar transaction and acquired the applicable number of conversion shares then issuable hereunder for the Series B Preferred Shares as a result of such conversion (without taking into account any limitations or restrictions on the convertibility of such share of Series B Preferred Stock, if any); and, in such case, appropriate adjustment shall be made with respect to such holder's rights hereunder to ensure that the provisions of this Section 5.7.5 shall thereafter be applicable, as nearly as possible, to the Series B Preferred Stock in relation to any shares of stock, securities or assets thereafter acquirable upon the conversion of the Series B Preferred Stock (including, in the case of any consolidation, merger, sale or similar transaction in which the successor or purchasing entity is other than the Corporation, an immediate adjustment in the Series B Conversion Price to the value per share for the Common Stock reflected by the terms of such consolidation, merger, sale or similar transaction, and a corresponding immediate adjustment to the number of conversion shares acquirable upon conversion of the Series B Preferred Stock without regard to any limitations or restrictions on conversion, if the value so reflected is less than the Series B Conversion Price in effect immediately prior to such consolidation, merger, sale or similar transaction). The provisions of this Section B.5.7.5(b) shall similarly apply to successive

reorganizations, reclassifications, consolidations, mergers, sales or similar transactions. The Corporation shall not effect any such reorganization, reclassification, consolidation, merger, sale or similar transaction unless, prior to the consummation thereof, the successor entity (if other than the Corporation) resulting from such reorganization, reclassification, consolidation, merger, sale or similar transaction, shall assume, by written instrument substantially similar in form and substance to this Section 5 of this Article IV, the obligation to deliver to the holders of Series B Preferred Stock such shares of stock, securities or assets which, in accordance with the foregoing provisions, such holders shall be entitled to receive upon conversion of the Series A Preferred Stock. Notwithstanding anything to the contrary contained herein, with respect to any corporate event or other transaction contemplated by the provisions of this Section 5.7.5(b), each holder of shares of Series B Preferred Stock shall have the right to elect prior to the consummation of such event or transaction, to give effect to the provisions of Section 5.7.1(a) of this Article IV instead of giving effect to the provisions contained in this Section 5.7.5(b) with respect to such holder's Series B Preferred Stock.

5.7.6 Certificate as to Adjustment.

(a) As promptly as practicable following any adjustment of the Series B Conversion Price, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to each holder of record of Series B Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) a certificate of an executive officer setting forth in reasonable detail such adjustment and the facts upon which it is based and certifying the calculation thereof.

(b) As promptly as reasonably practicable following the receipt by the Corporation of a written request by any holder of Series B Preferred Stock, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to such holder a certificate of an executive officer certifying the Series B Conversion Price then in effect and the number of conversion shares or the amount, if any, of other shares of stock, securities or assets then issuable to such holder upon conversion of the shares of Series B Preferred stock held by such holder.

5.7.7 Notices. In the event:

(a) that the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series B Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, to vote at a meeting (or by written consent), to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, any consolidation or merger of the Corporation with or into another entity, or the sale of all or substantially all of the Corporation's assets to another entity; or

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation;

then, and in each such case, the Corporation shall send or cause to be sent to each holder of record of Series B Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) at least ten (10) days prior to the applicable record date or the applicable expected effective date, as the case may be, for the event a written notice specifying, as the case may be, (i) the record date for such dividend, distribution, meeting or consent or other right or action, and a description of such dividend, distribution, or other right or action to be taken at such meeting or be written consent, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series B Preferred Stock and the conversion shares.

5.8 Acquired Series B Preferred Stock. Any shares of Series B Preferred Stock converted or otherwise acquired by the Corporation shall be cancelled and retired as authorized and issued shares of the capital stock of the Corporation and no such shares of Series B Preferred Stock shall thereafter be reissued, sold or transferred.

5.9 Amendment and Waiver. No provision of this Section B.5 may be amended, modified or waived except by an instrument in writing executed by the Corporation and at least a majority of the holders of the then outstanding Series B Preferred Stock.

6. Notices. Except as otherwise provided herein, all notices, requests, consents, claims, demands, waivers and other communications under this Article IV shall be in writing and shall be deemed to have been given (a) when delivered by hand (with written confirmation of receipt); (b) when received by the addressee if sent by nationally recognized overnight courier (receipt requested); (c) on the date sent by means of facsimile, e-mail, or other means of electronic in accordance with the Act (With confirmation of transmission) if sent during normal business hours, and on the next business day if sent after normal business hours; or (d) to any shareholder, at such holder's address as it appears in the stock records of the Corporation (or at such other address for a shareholder as shall be specified in a notice given in accordance with this Section 6).

ARTICLE V BOARD OF DIRECTORS

A. Number of Directors. The business and affairs of the Corporation shall be managed by, or under the direction of, the board of directors. Subject to the rights of the holders of one or more series of preferred stock then outstanding as provided for or fixed pursuant to the provisions of Article IV, the total number of directors constituting the entire board of directors for the Corporation shall not be less than three (3) nor more than five (5), with the then-authorized number of directors fixed from time to time by the board of directors.

B. Classes of Directors. Other than those directors, if any, elected by the holders of any series of preferred stock pursuant to Article IV, the board of directors shall be and is divided

into three classes, as nearly equal in number as possible, designated: Class I, Class II and Class III. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of directors shall shorten the term of any incumbent director.

C. Terms of Office. Except for the terms of such additional directors, if any, as elected by the holders of any series of preferred stock and as provided for or fixed pursuant to the provisions of Article IV hereof, each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected; provided, that each director initially appointed to Class I shall serve for an initial term expiring at the Corporation's first annual meeting of shareholders following the effectiveness of this provision; each director initially appointed to Class II shall serve for the initial term expiring at the Corporation's second annual meeting of shareholders following the effectiveness of this provision; and each director initially appointed to Class III shall serve for an initial term expiring at the Corporation's third annual meeting of shareholders following the effectiveness of this provision; provided further, that the term of each director shall continue until the election and qualification of a successor and be subject to such director's earlier death, resignation or removal.

D. Removal. Except for such additional directors, if any, as elected by the holders of any series of preferred stock as provided for or fixed pursuant to the provisions of Article IV hereof, any director or the entire board of directors may be removed from office only for cause and only by the affirmative vote of at least a majority of the total voting power of the outstanding shares of the capital stock of the Corporation entitled to vote in any annual election of directors or class of directors, voting together as a single class.

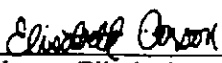
E. Vacancies. Subject to the rights of the holders of one or more series of preferred stock then outstanding as provided for or fixed pursuant to the provisions of Article IV, vacancies on the board of directors by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, and newly created directorships resulting from any increase in the authorized number of directors shall be solely filled by a majority of the directors then in office, although less than a quorum, or by the sole remaining director and shall not be filled by the shareholders. A director elected to fill a vacancy or newly created directorship shall hold office until the next election of the class for which such director shall have been chosen, subject to the election and qualification of a successor and to such director's earlier death, resignation or removal.

ARTICLE VI REGISTERED AGENT AND REGISTERED OFFICE

The registered office of the Corporation is 319 Clematis Street, Suite 408, West Palm Beach, Florida 33401. The name of the registered agent is Elisabeth Corson.

In accordance with Section 607.1006(e)(1) of the Act, the undersigned hereby certifies that these Second Amended and Restated Articles of Incorporation were duly approved by the Board of Directors of the Corporation pursuant to Section 607.0602 of the Act.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation as of this 31st day of March 2022.


Name: Elisabeth Corson
Title: President