

P20000071061

Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FL

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MIRA PHARMACEUTICALS, INC

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 21, 2021

JAMES A. MCNULTY  
324 SOUTH HYDE PARK AVE  
SUITE #350  
TAMPA, FL 33606

SUBJECT: MIRA PHARMACEUTICALS, INC  
Ref. Number: P20000071061

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must be adopted in one of the following manners:

**(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas  
Regulatory Specialist II

Letter Number: 621A00030768

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MIRA PHARMACEUTICALS, INC.

(Name Change to MIRA1a Therapeutics, Inc.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2021 DEC-21 AM 10:17

MIRA Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "Act"),

DOES HEREBY CERTIFY:

That this Corporation is named MIRA Pharmaceuticals, Inc. (the "**Corporation**") and was originally incorporated in the State of Florida on September 3, 2020, and that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Amended and Restated Articles of Incorporation, Articles of Incorporation, and any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

That these Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the Act. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. These Amended and Restated Articles of Incorporation were approved by the shareholders pursuant to a written consent in lieu of a meeting dated October 31, 2021, and the votes cast for the amendments by the shareholders were sufficient for approval.

That the existing Amended and Restated Articles of Incorporation of this Corporation have been further amended and restated in their entirety to read as follows:

ARTICLE I

The name of the corporation shall be changed to MIRA1a Therapeutics, Inc. (the "Corporation"). The Corporation was originally incorporated under the name "MIRA Pharmaceuticals, Inc." in September 2020.

ARTICLE II

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

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### ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Law, as the same may be amended or supplemented from time to time (the "FBCL").

### ARTICLE IV

The Corporation shall have authority to issue One Hundred Million (100,000,000) shares of capital stock, consisting of Ninety-five million (95,000,000) shares of Common Stock, \$0.0001 par value per share, and Five Million (5,000,000) shares of Preferred Stock, \$0.0001 par value per share. The Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in one or more series. Authorized classes of capital stock are as follows:

#### (a) **Common Stock.**

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

(i) **Voting Rights.** Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

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

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

#### (b) **Preferred Stock.**

(i) **Issuance of Blank Check Preferred Stock.** The Board of Directors is expressly authorized, subject to limitations prescribed by the FBCL and the provisions of this Certificate of Incorporation, to provide by resolution or resolutions from time to time, and by filing a certificate(s) pursuant to the FBCL, for issuance of shares of Preferred Stock in one or more class series, to establish the number of shares to be included in each such class or series, and to fix the voting powers (if any), designations, powers, preferences, and relative, participating, optional or other rights, if any, of the shares of each such class or series, and any qualifications, limitations or restrictions of such preferences and rights, including, without limitation, dividend rights, conversion rights, voting rights (if any), redemption

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privileges and liquidation preferences, as shall be stated and expressed in such resolutions, in each instance as the Board of Directors may determine in its sole discretion and without stockholder approval. Each class or series shall be designated so as to distinguish the shares thereof from the shares of all other classes and series. All shares of a series of Preferred Stock shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise specifically provided in the designation and description of the series, with those of other series of the same class.

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

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

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

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

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

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

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

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

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

(I) such other preferences, limitations or relative rights and privileges thereof as the Board of Directors, acting in accordance with applicable law and this Certificate of Incorporation, may deem

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advisable and which are not inconsistent with law or with the provisions of these Articles of Incorporation.

**(c) Options, Warrants & Rights.**

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

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

**ARTICLE V**

To the fullest extent permitted by the FBCL, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the FBCL is amended after the effective date of this Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCL, as so amended.

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

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

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## ARTICLE VI

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

## ARTICLE VII

The number of directors of the Corporation shall be determined by resolution of the Board of Directors. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

The initial number of Directors on the Board shall be two, and the Initial Directors of the Corporation shall be Jonnie R. Williams, Sr., and James A. McNulty.

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

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

## ARTICLE VIII

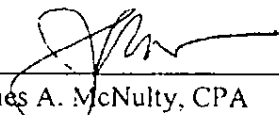
The holders of Common Stock and any other class of stock of the Corporation, to the extent they shall have the right to vote, shall retain the right to elect and remove all members of the Board of Directors, other than the Designated Directors, in accordance with and subject to the conditions set forth in these Articles of Incorporation and the Bylaws of the Corporation.

## ARTICLE IX

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

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IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of the Corporation on October 31, 2021.

  
\_\_\_\_\_  
James A. McNulty, CPA  
Chief Executive Officer and Chief Financial Officer