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MIRA1A THERAPEUTICS, INC.

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SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

MIRA1A THERAPEUTICS, INC.

(Name Change to MIRA Pharmaceuticals, Inc.)

SECRETARY OF STATE
TALLAHASSEE, FL

MIRA1a Therapeutics, 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 MIRA1a Therapeutics, Inc. (the "Corporation") and was originally incorporated in the State of Florida on September 3, 2020, as amended by the Amended and Restated Articles of Incorporation filed with the State of Florida on December 21, 2021, and that these Second 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 Second 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 Second Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. These Second Amended and Restated Articles of Incorporation were approved by the shareholders pursuant to a written consent in lieu of a meeting dated September 30, 2022, 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 MIRA Pharmaceuticals, Inc. (the "Corporation"). The Corporation was originally incorporated under the name "MIRA Pharmaceuticals, Inc." in September 2020, and the Amended and Restated Articles of Incorporation changed the name of the corporation to "MIRA1a Therapeutics, Inc." in December 2021.

ARTICLE II

The address of the Corporation's registered office in the State of Florida is 900 West Platt Street, Suite #200, 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 Act, as the same may be amended or supplemented from time to time (the "FBCA").

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 Second Amended and Restated 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.**

(i) **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 FBCA. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock (when, if and to the extent shares or series of such stock are designated and issued).

(ii) **Voting Rights.** Each holder of record of 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.

(iii) **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.

(iv) **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.**

The Board of Directors is authorized to provide for the issuance of the Preferred Stock in one or more classes and in one or more series within a class and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida which shall be effective without shareholder action, is authorized to establish the number of shares to be included in each class and each series and the preferences, limitations and relative rights of each class and each series. Such preferences must include the preferential right to receive distributions or dividends or the preferential right to receive distributions of assets upon the dissolution of the Corporation before shares of Common Stock are entitled to receive such distributions.

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ARTICLE V

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

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 the Bylaws. 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. The number of directors may be increased or decreased by resolution of the Board of Directors from time to time but shall never be less than one. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

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 in accordance with and subject to the conditions set forth in these Second Amended and Restated Articles of Incorporation and the Bylaws of the Corporation.

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ARTICLE IX

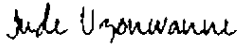
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Second Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation on September 30, 2022.

DocuSigned by:



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Jude Ogonwanne

Chief Executive Officer