

P21000015181

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

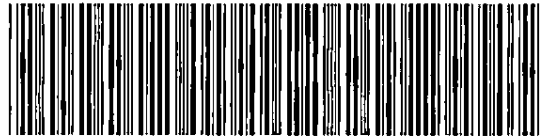
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

J. HORNE
DEC - 9 2024

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400439190304

11/06/24--01015--022 **43.75

FILED
2024 NOV -6 PM 1:27
CLERK OF SUPERIOR COURT
STATE OF OHIO

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NOMAX THERAPEUTICS, INC.

DOCUMENT NUMBER: P21000015181

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SERGEY GURIN
Name of Contact Person
NOMAX THERAPEUTICS, INC.
Firm/ Company
175 SW 7-th STREET SUITE 1702
Address
MIAMI, FL 33130
City/ State and Zip Code
INFO@METALLOMIX.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SERGEY GURIN at (917) 536-1327
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FILED

2024 NOV -6 PM 1:23

NOMAX THERAPEUTICS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P21000015181

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

METALLOMIX, INC.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held.

President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	CMO	KESARI, SANTOSH	175 SW 7-th Street
<input type="checkbox"/> Add			Suite 1702
<input checked="" type="checkbox"/> Remove			Miami, FL 33130
2) <input type="checkbox"/> Change	P,CEO	TEMNIK, MAX	175 SW 7-th Street
<input type="checkbox"/> Add			Suite 1702
<input checked="" type="checkbox"/> Remove			Miami, FL 33130
3) <input type="checkbox"/> Change	CEO	PETUKHOV, SERGEI	175 SW 7-th Street
<input checked="" type="checkbox"/> Add			Suite 1702
<input type="checkbox"/> Remove			Miami, FL 33130
4) <input type="checkbox"/> Change	P	TEMNIK, MAX	175 SW 7-th Street
<input checked="" type="checkbox"/> Add			Suite 1702
<input type="checkbox"/> Remove			Miami, FL 33130
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

SEE SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION ATTACHED

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

SEE RESOLUTION ATTACHED

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

Dated _____

Signature _____
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SERGEY GURIN

(Typed or printed name of person signing)

VICE PRESIDENT

(Title of person signing)

NOMAX THERAPEUTICS INC.
A Florida Corporation

WRITTEN RESOLUTION AND DIRECTIVE OF STOCKHOLDERS

The undersigned stockholders representing the majority of the outstanding voting securities ("**Stockholders**") of Nomax Therapeutics, Inc., a Florida Corporation ("**Corporation**") deem it to be in the best interest of the Corporation and hereby consents to the adoption of the following resolutions:

RESOLVED that the Stockholders hereby approve the change of the Corporation's name from that of Nomax Therapeutics Inc. to that of Metallomix Inc. ("**Name Change**".)

RESOLVED that the Corporation hereby authorizes its Executive Vice President, Mr. Sergey Gurin, to act on behalf of the Corporation on all affairs in regard to the drafting, preparation, submission, and filing of the documents associated with the Name Change with full power vested into him for the execution and delivery of any corporate instruments and for the execution of all corporate actions that he may find to be necessary and/or desirable for the purposes of carrying out this resolution.

RESOLVED, that all actions to be taken by Mr. Gurin and/or his delegates to carry out the full intent and purposes of this resolution are hereby ratified, confirmed, and approved as the acts and deeds of the Corporation.

RESOLVED, that that the Corporation shall indemnify Mr. Gurin and/or his delegates and their respective affiliates, agents, delegates, and representatives from any and all claims, liabilities, losses, damages, attorneys' fees and expenses made to date and/or to be made sequential to the date of this resolution, including but not limited to any and all claims of specific performance in connection with this resolution.

RESOLVED, that this Written Consent shall be added to the records of this Corporation and made a part thereof, and the resolutions set forth above shall be in substitution of and have the same force and effect as if adopted at a meeting duly noticed and held by the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent effective as of August 9, 2024.

/s/ Alexandr Balakin
/n/ Oleksandr A. Balakin

/s/ Max Temnik
/n/ Max Temnik
on behalf of all entities under common control by Max Temnik

/s/ Sergei Petukhov
/n/ Sergei A. Petukhov

/s/ Sergey Gurin
/n/ Sergey Gurin
on behalf of all entities under common control by Sergey Gurin

/s/ Amir Azarpad
/n/ Amir Azarpad as Trustee



Generated on Sep 9, 2024 15:26 EDT

Certificate of Completion

Summary

Document ID : 313B9FC1-5PXMOIMO9Q8UTEU5K7YHJILCWGZXQHH3--BNFEH2HW0

Document Name : Stockholders Resolution, Name change 2024

Sent by : nomaxtherapeutics <nomaxtherapeutics@gmail.com>

Organization : Nomax Therapeutics, Inc

Sent on : Sep 9, 2024 09:58 EDT

Completed on : Sep 9, 2024 14:10 EDT

Sign order : Sequential

No. of documents : 1

Signers : 5

Receives a copy : 0

Approvers : 0

Recipients



Sergey Gurin

Signer s.v.gurin@gmail.com

Signature

Sergey Gurin

Emailed on : Sep 9, 2024 09:58 EDT

Viewed on : Sep 9, 2024 09:58 EDT

Terms agreed on : Sep 9, 2024 09:58 EDT

Signed on : Sep 9, 2024 09:58 EDT

Accessed from : 71.115.13.180

Device used : Web

Authentication type : None



Amir Azarpad

Signer azarpadamir@gmail.com

Signature

Amir Azarpad

Emailed on : Sep 9, 2024 09:58 EDT

Viewed on : Sep 9, 2024 09:59 EDT

Terms agreed on : Sep 9, 2024 09:59 EDT

Signed on : Sep 9, 2024 09:59 EDT

Accessed from : 71.27.252.172

Device used : Web

Authentication type : None



Alexandr Balakin

Signer alexandrbalakinmail@gmail.com

Signature

Alexandr Balakin

Emailed on : Sep 9, 2024 09:59 EDT

Viewed on : Sep 9, 2024 10:01 EDT

Terms agreed on : -

Signed on : Sep 9, 2024 10:02 EDT

Accessed from : 194.44.219.61

Device used : Mobile

Authentication type : None



Signer Sergei Petukhov
sergei.a.petukhov@gmail.com

Signature

Sergei Petukhov

Emailed on : Sep 9, 2024 10:02 EDT

Viewed on : Sep 9, 2024 13:22 EDT

Terms agreed on : Sep 9, 2024 13:24 EDT

Signed on : Sep 9, 2024 13:24 EDT

Accessed from : 172.56.165.72

Device used : Mobile

Authentication type : None



Signer Max Temnik
1574123@gmail.com

Signature

Max Temnik

Emailed on : Sep 9, 2024 13:24 EDT

Viewed on : Sep 9, 2024 14:10 EDT

Terms agreed on : Sep 9, 2024 14:10 EDT

Signed on : Sep 9, 2024 14:10 EDT

Accessed from : 98.13.196.195

Device used : Mobile

Authentication type : None

Legal Disclosure

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

Please read the following information carefully. By clicking the 'I agree' button, you agree that you have reviewed the following terms and conditions and consent to transact business electronically using Zoho Sign electronic signature system. If you do not agree to these terms, do not click the 'I agree' button.

Electronic documents

Please note that Nomax Therapeutics, Inc ("we", "us" or "Company") will send all documents electronically to you to the email address that you have given us during the course of the business relationship unless you tell us otherwise in accordance with the procedure explained herein. Once you sign a document electronically, we will send a PDF version of the document to you.

Request for paper copies

You have the right to request paper copies of these documents sent to you electronically from nomaxtherapeutics@gmail.com. Alternatively, you also have the ability to download and print these documents sent to you electronically, and re-upload a scanned copy of the printed and physically signed documents. If you, however, wish to request paper copies of these documents sent to you electronically, you can write back to the sender.

Withdrawing your consent

At any point in time during the course of our business relationship, you have the right to withdraw your consent to receive documents in electronic format. If you wish to withdraw your consent, you can decline to sign a document that we have sent to you and send an email to nomaxtherapeutics@gmail.com informing us that you wish to receive documents only in paper format. Upon request from you, we will stop sending documents using Zoho Sign electronic signature system.

To advise Nomax Therapeutics, Inc of your new email address

If you need to change the email address that you use to receive notices and disclosures from us, write to us at nomaxtherapeutics@gmail.com

System requirements

Compatible with recent versions of popular browsers such as Chrome, Firefox, Safari, and Internet Explorer. Zoho Sign is also available on iOS and Android devices.

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF METALLOMIX INC. (FORMERLY NOMAX THERAPEUTICS, INC.)**

A Florida Corporation

Effective Date: October 10, 2024

Nomax Therapeutics, Inc. ("**Corporation**") a for-profit corporation duly organized and existing under the Title XXXVI Chapter 607 Florida Business Corporation Act ("**Florida Law**") hereby certifies to the following:

FIRST. The name of the Corporation amending and restating its articles is Nomax Therapeutics, Inc.

SECOND. By filing these Second Amended and Restated Articles of Incorporation ("**Restated Articles**") the Corporation hereby amends and restated its current First Amended and Restated Articles of Incorporation which are in effect from May 7, 2021, with all applicable amendments thereafter.

THIRD. The Articles of Incorporation of the Corporation are hereby being amended and restated in accordance with Sections §607.0202, §607.1002, §607.1001, §607.1006, §607.1007 and of Florida Business Corporation Act. All amendments to the Articles of Incorporation reflected herein (this "**Restated Articles**") are being amended and restated by the incorporator of the Corporation in accordance with Section 607.1005 of Florida Law. The Articles of Incorporation of the Corporation shall be amended and restated to read in full as follows:

ARTICLE I. NAME

The name of the corporation shall be Metallomix, Inc. commencing from the Effective Date stated herein.

ARTICLE II. PURPOSE

The purpose of the Corporation is to engage into: (1) development of novel therapeutic drug candidates and treatments; and (2) any other lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act ("**Florida Law**"). The Corporation shall have the rights and may exercise all the powers and privileges that are necessary or convenient to the conduct, promotion, or attainment of the business purposes of the Corporation including, but not limited to, effecting an asset acquisition, merger, capital stock exchange, stock purchase, reorganization, or similar business combination with one or more businesses ("**Business Combination**").

ARTICLE III. PRINCIPAL ADDRESS AND REGISTERED AGENT

The principal address of the Corporation in the State of Florida is 175 SW 7-th Street, Unit 1702, Miami, Florida 33130. The principal address of the Corporation may be changed, from time to time, as determined by the Company's Board of Directors.

The name of the Corporation's registered agent is the law firm of Mikhael E. Keifitz, Esq. The address of the registered office of the Corporation in the State of Florida is the address of its registered agent 3363 NE 163 Street, Suite 708D, North Miami Beach, FL 33160.

ARTICLE IV. CAPITALIZATION

Section 4.1 Authorized Capital Stock

The total number of shares of all classes of capital stock which the Corporation is authorized to issue the following equity securities, consisting of:

- 30,000,000 shares of undesignated preferred stock, par value \$0.0001 per share ("**Preferred Stock**");
- 30,000,000 shares of senior common stock, par value \$0.0001 per share ("**Senior Common Stock**"), and
- 500,000,000 shares of common stock, par value of \$0.0001 ("**Common Stock**")

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations, or restrictions thereof in respect of each class of capital stock of the Corporation.

Section 4.2 Preferred Stock

The Corporation's Board of Directors (the "**Board**") is hereby expressly authorized to provide for the issuance of shares of the Preferred Stock in one or more series and to establish from time to time the number of shares to be included in each such series and to fix the voting rights, if any, designations, powers, preferences and relative, participating, optional and other special rights, if any, of each such series and any qualifications, limitations and restrictions thereof, as shall be stated in the resolution or resolutions adopted by the Board providing for the issuance of such series and included in a certificate of designations ("**Preferred Stock Designation**") filed pursuant to the Florida Law, and the Board is hereby expressly vested with the authority to the full extent provided by law, now or hereafter, to adopt any such resolution or resolutions.

Section 4.3 Common Stock

(a) Voting Rights. The holders of shares of Common Stock shall be entitled to 1 (One) vote for each such share on each matter properly submitted to the stockholders on which the holders of the Common Stock are entitled to vote. Except as otherwise required by law or these Restated Articles (including any Preferred Stock Designation), at any annual or special meetings of the stockholders of the Corporation, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the stockholders. Notwithstanding the foregoing, except as otherwise required by law or by these Restated Articles (including any Preferred Stock Designation), the holders of the Common Stock shall not be entitled to vote on any amendment to these Restated Articles (including any amendment to any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of the Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to these Restated Articles (including any Preferred Stock Designation issuable after the date these Restated Articles are adopted by the Corporation.)

No person entitled to vote at an election for directors may cumulate votes to which such person is entitled, unless required by applicable law at the time of such election. During such time or times that cumulative voting in the election of directors is required by applicable law, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (i) the names of such candidate or candidates have been placed in nomination prior to the voting and (ii) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Restated Articles) the affirmative vote of the holders of shares of 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 (voting together as a single class) without the approval of the holders of Common Stock voting as a separate class.

(b) Dividend Rights. Subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of the Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property or capital stock of the Corporation) when, as and if declared thereon by the Board from time to time out of any assets or funds of the Corporation legally available therefor and shall share equally on a per share basis in such dividends and distributions.

(c) Liquidation Rights. Subject to the rights, if any, of the holders of any outstanding series of the Preferred Stock, in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of the Common Stock held by them. The Common Stock shall not be entitled to any preemptive rights, and shall not be subject to conversion, redemption, and/or sinking fund provisions.

(d) Election Rights. At any election of directors, the holders of Common stock shall be entitled to elect by voting on fully diluted basis together with the holders of Senior Common stock as a single class such number of voting directors to the Board as proportional to their respective percentile beneficial ownership of the Corporation as of the date of the stockholder meeting on which the voting for election of directors occurs ("*Voting Common Directors*") and three (3) non-voting directors of the Corporation ("*Non-Voting Common Directors*").

(e) **Registration Rights.** The holders of Common stock shall have piggyback registration rights if the Corporation proposes to file a registration statement under the Securities Act with respect to an offering for its

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF METALLOMIX INC. (FORMERLY NOMAX THERAPEUTICS, INC.)**

A Florida Corporation

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FIRST. The name of the Corporation amending and restating its articles is Nomax Therapeutics, Inc.

SECOND. By filing these Second Amended and Restated Articles of Incorporation ("**Restated Articles**") the Corporation hereby amends and restated its current First Amended and Restated Articles of Incorporation which are in effect from May 7, 2021, with all applicable amendments thereafter.

THIRD. The Articles of Incorporation of the Corporation are hereby being amended and restated in accordance with Sections §607.0202, §607.1002, §607.1001, §607.1006, §607.1007 and of Florida Business Corporation Act. All amendments to the Articles of Incorporation reflected herein (this "**Restated Articles**") are being amended and restated by the incorporator of the Corporation in accordance with Section 607.1005 of Florida Law. The Articles of Incorporation of the Corporation shall be amended and restated to read in full as follows:

ARTICLE I. NAME

The name of the corporation shall be Metallomix, Inc. commencing from the Effective Date stated herein.

ARTICLE II. PURPOSE

The purpose of the Corporation is to engage into: (1) development of novel therapeutic drug candidates and treatments; and (2) any other lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act ("**Florida Law**"). The Corporation shall have the rights and may exercise all the powers and privileges that are necessary or convenient to the conduct, promotion, or attainment of the business purposes of the Corporation including, but not limited to, effecting an asset acquisition, merger, capital stock exchange, stock purchase, reorganization, or similar business combination with one or more businesses ("**Business Combination**").

ARTICLE III. PRINCIPAL ADDRESS AND REGISTERED AGENT

The principal address of the Corporation in the State of Florida is 175 SW 7-th Street, Unit 1702, Miami, Florida 33130. The principal address of the Corporation may be changed, from time to time, as determined by the Company's Board of Directors.

The name of the Corporation's registered agent is the law firm of Mikhael E. Keifitz, Esq. The address of the registered office of the Corporation in the State of Florida is the address of its registered agent 3363 NE 163 Street, Suite 708D, North Miami Beach, FL 33160.

ARTICLE IV. CAPITALIZATION

Section 4.1 Authorized Capital Stock

The total number of shares of all classes of capital stock which the Corporation is authorized to issue the following equity securities, consisting of:

- 30,000,000 shares of undesignated preferred stock, par value \$0.0001 per share ("**Preferred Stock**");
- 30,000,000 shares of senior common stock, par value \$0.0001 per share ("**Senior Common Stock**"), and
- 500,000,000 shares of common stock, par value of \$0.0001 ("**Common Stock**")

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations, or restrictions thereof in respect of each class of capital stock of the Corporation.

Section 4.2 Preferred Stock

The Corporation's Board of Directors (the "**Board**") is hereby expressly authorized to provide for the issuance of shares of the Preferred Stock in one or more series and to establish from time to time the number of shares to be included in each such series and to fix the voting rights, if any, designations, powers, preferences and relative, participating, optional and other special rights, if any, of each such series and any qualifications, limitations and restrictions thereof, as shall be stated in the resolution or resolutions adopted by the Board providing for the issuance of such series and included in a certificate of designations ("**Preferred Stock Designation**") filed pursuant to the Florida Law, and the Board is hereby expressly vested with the authority to the full extent provided by law, now or hereafter, to adopt any such resolution or resolutions.

Section 4.3 Common Stock

(a) Voting Rights. The holders of shares of Common Stock shall be entitled to 1 (One) vote for each such share on each matter properly submitted to the stockholders on which the holders of the Common Stock are entitled to vote. Except as otherwise required by law or these Restated Articles (including any Preferred Stock Designation), at any annual or special meetings of the stockholders of the Corporation, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the stockholders. Notwithstanding the foregoing, except as otherwise required by law or by these Restated Articles (including any Preferred Stock Designation), the holders of the Common Stock shall not be entitled to vote on any amendment to these Restated Articles (including any amendment to any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of the Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to these Restated Articles (including any Preferred Stock Designation issuable after the date these Restated Articles are adopted by the Corporation.)

No person entitled to vote at an election for directors may cumulate votes to which such person is entitled, unless required by applicable law at the time of such election. During such time or times that cumulative voting in the election of directors is required by applicable law, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (i) the names of such candidate or candidates have been placed in nomination prior to the voting and (ii) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Restated Articles) the affirmative vote of the holders of shares of 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 (voting together as a single class) without the approval of the holders of Common Stock voting as a separate class.

(b) Dividend Rights. Subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of the Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property or capital stock of the Corporation) when, as and if declared thereon by the Board from time to time out of any assets or funds of the Corporation legally available therefor and shall share equally on a per share basis in such dividends and distributions.

(c) Liquidation Rights. Subject to the rights, if any, of the holders of any outstanding series of the Preferred Stock, in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of the Common Stock held by them. The Common Stock shall not be entitled to any preemptive rights, and shall not be subject to conversion, redemption, and/or sinking fund provisions.

(d) Election Rights. At any election of directors, the holders of Common stock shall be entitled to elect by voting on fully diluted basis together with the holders of Senior Common stock as a single class such number of voting directors to the Board as proportional to their respective percentile beneficial ownership of the Corporation as of the date of the stockholder meeting on which the voting for election of directors occurs ("***Voting Common Directors***") and three (3) non-voting directors of the Corporation ("***Non-Voting Common Directors***").

(e) **Registration Rights.** The holders of Common stock shall have piggyback registration rights if the Corporation proposes to file a registration statement under the Securities Act with respect to an offering for its own account of any class of its equity securities other than:

- (1) A registration statement on Form-10 and/or Form S-1 (or any successor form); or
- (2) A registration statement relating solely to employee benefit plans; or
- (3) A registration statement filed in connection with an exchange offer; or
- (4) An offering to which Rule 145 (or any successor provision) under the Securities Act applies; or
- (5) An offering of securities solely to the Corporation's existing shareholders.

(2) Notwithstanding any other provision of this Section 3(e) the Corporation shall have the right to demand any selling stockholder to enter into a Securities Registration Agreement as a prerequisite for the selling stockholder to participate in a securities offering by the Corporation. A refusal of the selling stockholder to enter into such Securities Registration Agreement shall automatically grant the Corporation the right to deny the selling stockholder's request for the registration of its Common stock.

Section 4.4 Senior Common Stock

(a) **Voting Rights.** The holders of shares of Senior Common Stock shall have ten (10) votes for each share of Senior Common Stock on all matters submitted to a stockholder vote, until they convert their shares of Senior Common Stock into the shares of Common stock, subsequent to which they shall have the right to vote together with other common stockholders pro-rata to their then-current holdings of the shares of Common stock so converted.

(b) **Dividend Rights.** The shares of Senior Common stock shall have no right to receive any dividends.

(c) **Liquidation Rights.** The shares of Senior Common stock shall have no right to receive any distribution from the assets of the Corporation.

(d) **Registration Rights.** The shares of Senior Common stock shall have no registration rights.

(e) **Conversion Rights.** The shares of Senior Common stock of the Corporation shall have the right to be converted into the shares of Common stock of the Corporation at the office of the Corporation or any transfer agent for such stock as stated in this Section 4.4(e). Provided that the shares of Senior Common Stock are not subject to forfeiture, recall, or any other type of action that may result in a cancellation or termination of ownership of such shares, at any time after the date of issuance of shares of Senior Common stock and at the option of the holder thereof, the shares of Senior Common Stock may be converted into fully paid and nonassessable shares of Common Stock at the ratio of 10 (Ten) shares of Common stock for each one (1) share of Senior Common stock of the Corporation as stated below:

(1) The initial 20% of the shares of Senior Common stock then issued and outstanding and not subject to the risk of ownership forfeiture shall become convertible at any time after the close of the business day on which the Company receives from U.S.FDA an approval of its Investigational New Drug application ("*IND Approval*"). For avoidance of doubt, the IND Approval shall mean the obtainment by the Company of the

approval for its Investigational New Drug Application from U.S. FDA for any therapeutic indication related to any of its drug candidates.

(2) The additional 20% of the shares of Senior Common stock then issued and outstanding and not subject to the risk of ownership forfeiture shall become convertible at any time after the close of the business day on which the Company completes a Phase 1 clinical trial for at least one of its drug candidates ("**Phase 1 Completion**") as confirmed by the related recordation at ClinicalTrials.gov.

(3) The additional 20% of the shares Senior Common stock then issued and outstanding and not subject to the risk of ownership forfeiture shall become convertible at any time after the close of the business day on which the Company completes a phase 2 clinical trial for at least one of its drug candidates ("**Phase 2 Completion**") as confirmed by the related recordation at ClinicalTrials.gov.

(4) The additional 20% of the shares of Senior Common stock then issued and outstanding and not subject to the risk of ownership forfeiture shall become convertible at any time after the close of the business day on which the Company completes a Phase 3 clinical trial for at least one of its drug candidates ("**Phase 3 Completion**") as confirmed by the related recordation at ClinicalTrials.gov.

(5) The remaining 20% of the shares of Senior Common stock then issued and outstanding and not subject to the risk of ownership forfeiture shall become convertible at any time after the close of the business day on which the Company receives from U.S. FDA an approval of its New Drug Application ("**NDA Approval**".) For avoidance of doubt, the NDA Approval shall mean the commercial marketing right for at least one of the Corporation's drug candidates to freely market and sell the regulated pharmaceutical product in the United States.

(6) Notwithstanding any provision stated herein, 100% of the shares of Senior Common stock then issued and outstanding and not subject to the risk of ownership forfeiture shall become automatically convertible if the Corporation engages in a transaction (i) resulting in its stockholders having the right to exchange their shares for cash or other securities or (ii) involving a consolidation, merger or other change in the majority of its board of directors and/or management team;

(7) Notwithstanding any provision stated herein, there shall be no discretionary conversion of the shares of Senior Common stock.

(8) No fractional shares of Common stock shall be issued upon conversion of Senior Common stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common stock as determined in good faith by the Board. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Senior Common stock the holder thereof owns at the time converting into Common stock and the aggregate number of shares of Common stock issuable upon such conversion.

(9) Mechanics of Conversion:

(A) Notice. In order for a holder to convert Senior Common shares into shares of Common stock,

such holder shall (i) provide written notice to the Corporation (and the Corporation shall relay such notice to the Corporation's transfer agent within five (5) business days) that such holder elects to convert any number of Senior Common shares allowable for the conversion, and, if applicable, any event upon which such conversion is contingent; and (ii), if such Senior Common shares are certificated, surrender the certificate or certificates for such shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent or at the principal office of the Corporation if the Corporation serves as its own transfer agent. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the shares of Common stock to be issued. If required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such notice and, if applicable, certificates (or lost certificate affidavit and agreement) shall be the time of conversion ("**Conversion Time**"), and the shares of Common stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time (a) issue and deliver to such holder of Senior Common shares, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Senior Common shares represented by the surrendered certificate that were not converted into Common stock; (b) pay in cash the amount in lieu of any fraction of a share of Common stock otherwise issuable upon such conversion; and (c) pay all declared but unpaid dividends on the shares of Senior Common shares converted.

(B) Reservation of Shares. For the purpose of effecting the conversion of Senior Common shares, at all times when the Senior Common shares outstanding, the Corporation shall reserve and keep available out of its authorized but unissued capital stock, such number of its duly authorized shares of Common stock as sufficient to effect the conversion of all outstanding shares of Senior Common stock. If at any time the number of the Common stock so reserved is insufficient to effect the conversion of all then outstanding shares of the Senior Common shares, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Articles. Before taking any action which would cause an adjustment reducing the applicable Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series Preferred, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock at such adjusted Conversion Price

(C) Effect of Conversion. All shares of Senior Common stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the conversion time, except only the right of the holders thereof

to receive shares of Common stock in exchange therefor, to receive payment in lieu of any fraction of a share otherwise issuable upon such conversion. Any shares of Senior Common stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Senior Common stock accordingly.

(D) Taxes. The holders of Senior Common shares so converted shall pay all applicable taxes that may be payable in respect of any issuance or delivery of shares of Common stock upon conversion of shares of Senior Common stock pursuant to this Section 4.4(c).

(E) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the issuance of Senior Common shares effect a subdivision of the outstanding Common stock, the applicable number of shares of Common stock issuable upon conversion of Senior Common shares in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common stock issuable upon conversion shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the issuance of Senior Common shares combine the outstanding shares of Common stock, the applicable shares of Common stock issuable upon conversion of Senior Common shares in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

(F) Adjustment for Merger or Reorganization, etc. If the Corporation involves into any reorganization, recapitalization, reclassification, consolidation, or merger in which the Common stock (but not the Senior Common stock is converted into or exchanged for securities, cash or other property, then following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Senior Common stock shall thereafter be convertible in lieu of the Common stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common stock of the Corporation issuable upon conversion of one share of Senior Common stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board) shall be made with respect to the rights and interests thereafter of the holders of the Senior Common stock, to the end that the provisions set forth in this Section 4 shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Senior Common stock. For the avoidance of doubt, nothing in this Subsection 4.4(c) shall be construed as preventing the holders of Senior Common stock from seeking any appraisal rights to which they are otherwise entitled under the law in connection with a merger triggering an adjustment hereunder, nor shall this Subsection 4.4(3) be deemed conclusive evidence of the fair value of the shares of Senior Common stock in any such appraisal proceeding.

(G) Notice of Record Date. In the event any of the following occurs, then, and in each such case,

the Corporation shall send or cause to be sent to the holders of the Senior Common stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common stock (or such other capital stock or securities at the time issuable upon the conversion of the Senior Common stock) shall be entitled to exchange their shares of Common stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Senior Common stock and the Common stock. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

(i) 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 Senior Common stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or 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

(ii) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

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

(f) Election Rights. At any election of directors, the holders of Senior Common stock shall be entitled to elect by voting on as-converted basis together with the holders of Common stock of the Corporation as a single class such number of voting directors to the Board as proportional to their respective percentile beneficial ownership of the Corporation as of the date of the stockholder meeting on which the voting for election of directors occurs ("*Voting Senior Common Directors*") and three (3) non-voting directors of the Corporation ("*Non-Voting Common Directors*").

(g) Protective Provisions.

(1) For so long as shares of Senior Common stock are outstanding (as adjusted for stock splits, stock dividends, reclassification and the like), the Corporation shall not (by amendment, merger, reclassification, consolidation or otherwise, either directly or indirectly by subsidiary), without first obtaining the approval (by vote or written consent, as provided by law) of the holders of a majority of the then outstanding shares of Senior Common stock, voting together as a single class and on an as-converted basis:

(i) liquidate, dissolve, or wind-up the business and affairs of the Corporation;

(ii) effect any merger or consolidation of the Corporation;

(iii) effect the sale of all or substantially all of the Corporation's assets;

(iv) amend, alter, or repeal this Restated Articles or Bylaws of the Corporation, or any part thereof;

(v) create or authorize the creation of any additional class or series of shares of stock;

- (vi) reclassify any outstanding shares or securities of the Corporation;
- (vii) alter or change the powers, preferences, or rights of the shares of Senior Common stock;
- (viii) cause the Corporation to enter into any transaction with any current or former officer, director or with any stockholder of the Corporation who beneficially owns more than Five (5%) of the Corporation's capital stock calculated on an as converted to Common stock basis as of the date of such transaction, or any of such person's affiliates or family members or any trust for the benefit of any such person or affiliate;
- (ix) cause the Corporation to initiate any sale, exchange, mortgage, pledge, encumbrance, lease or other disposition or transfer of all or substantially all of the assets of the Corporation;
- (x) cause the Corporation to initiate an incurrence of any indebtedness for borrowed money;
- (xi) initiate a material change in the business purpose of the Corporation;
- (xii) commence or fail to contest in a timely and appropriate manner any proceeding or the filing of any petition seeking relief under bankruptcy, insolvency, receivership or similar laws;
- (xiii) apply for or consent to the appointment of a receiver, trustee, custodian, conservator or similar official for the Corporation, or for a substantial part of their property or assets;
- (xiv) admitting any material allegations of a petition filed against the Corporation;
- (xv) make general assignment for the benefit of creditors;
- (xvi) make any other act that would make it impossible for the Corporation to continue to operate its business;
- (xvii) permit any subsidiary to do any of the foregoing.

Section 4.5 Rights and Options

The Corporation has the authority to create and issue rights, warrants and options entitling the holders thereof to purchase shares of any class or series of the Corporation's capital stock or other securities of the Corporation, and such rights, warrants and options shall be evidenced by instrument(s) approved by the Board of Directors. The Board is empowered to set the exercise price, duration, times for exercise and other terms and conditions of such rights, warrants or options; provided, however, that the consideration

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 Board Powers

The business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors. In addition to the powers and authority expressly conferred by the Florida Law or by these Restated Articles, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Subject to any additional vote required by this Restated Articles or the Bylaws of the Corporation, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend, and rescind any or all of the Bylaws of the Corporation.

Section 5.2 Number, Election, Term, and Removal

The Corporation's Board shall be divided into 3 classes designated as Class I and Class II and Class III.

(a) Number of Directors. Subject to any additional vote required by this Restated Articles, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation and shall be no less than three (3) at all times. If the number of directors is changed, any increase or decrease shall be apportioned by the Board among the classes so as to maintain the number of directors in each class as nearly equal as possible, but in no case shall a decrease in the number of directors shorten the term of any incumbent director.

(b) Election. Beginning with the first annual meeting of the stockholders of the Corporation following the Effective Date and continuing at each succeeding annual meeting, the stockholders of the Corporation shall elect successors to the class of directors whose term expires at that annual meeting may be elected for a new term. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor has been elected and qualified, subject, however, to such director's earlier death, resignation, retirement, disqualification, or removal.

Newly created directorships resulting from an increase in the number of directors and any vacancies on the Board resulting from death, resignation, retirement, disqualification, removal or other cause may be filled solely by a majority vote of the remaining directors then in office, even if less than a quorum, or by a sole remaining director (and not by stockholders), and any director so chosen shall hold office for the remainder of the full term of the class of directors to which the new directorship was added or in which the vacancy occurred and until his or her successor has been elected and qualified, subject, however, to such director's earlier death, resignation, retirement, disqualification or removal.

Notwithstanding the provisions of applicable law and/or any provision of these Restated Articles, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors, any vacancies created by removal or resignation of a director may be filled by a majority of the voting directors then on the Board, though less than a quorum, or by a sole remaining Voting Director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.

Unless and except to the extent that the Bylaws shall so require, the election of directors need not be by written ballot.

(c) Term. The term of Class I Directors shall expire at the first annual meeting of the stockholders of the Corporation following the effectiveness of these Restated Articles. The term of Class II Directors shall expire at the third annual meeting of the stockholders of the Corporation following the effectiveness of these Restated Articles. The term of the Class III Directors shall expire at the fifth annual meeting of the stockholders of the Corporation following the effectiveness of these Restated Articles.

(d) Tie-Breaking of Deadlocked Matters. Notwithstanding anything to the contrary herein, at all properly called meetings of the Board of Directors at which a quorum is established, the Chairperson shall have the tie-breaking vote if the Board is deadlocked on any matter requiring the approval of the Board or a committee thereof, or a majority of the Voting Directors, as the case may be. For the purpose of this paragraph, the Board or a committee thereof, or a majority of the Voting Directors, shall be considered "deadlocked" with respect to a particular matter brought before a properly called meeting of the Board or a committee thereof at which a quorum is established, if the number of votes "in favor" of, or affirming, such matter is equal to the number of votes "against," or dissenting upon, such matter, with "abstentions" included as votes "against."

(e) Removal. Any director may be removed during his or her term of office, either with or without cause; provided, however that, in addition to any other vote required by law, any director elected by a separate class or series of capital stock of the Corporation may only be removed by the affirmative vote of the holders of majority of the shares of such class or series of capital stock. A director may resign from a directorship voluntarily by filing a notice of resignation in accordance with Florida Law.

(f) Non-Voting Directors. Any Non-Voting Director shall not be entitled to any vote with respect to any matter before the Board or any committee of the Board of which any such Non-Voting Director is a member, whether by meeting or pursuant to written consent. For the avoidance of doubt, it is specifically intended by the Corporation that, subject to, and except as set forth in for all purposes, including, without limitation, (i) in determining the existence of a quorum for any meeting of the Board of Directors or any committee thereof, and (ii) in any requirement for approval or consent of, or a determination or other action by, the Board of Directors or any committee thereof, every reference, whether pursuant to the Florida Law, these Restated Articles, the Bylaws, or any contractual arrangement, to a majority or other proportion of the Board of Directors, the members of the Board or any committee thereof, in each case, shall mean a majority or, as applicable, such other proportion of the votes of the Voting Directors. To the extent the Board voting structure may be at any time inconsistent with or conflicts with any other provision of the Bylaws or this Restated Articles, the Board's voting structure shall govern and control over any such provisions.

(g) Voting Directors. Each Voting Director shall be entitled to one (1) vote with respect to each matter before the Board of Directors or any committee of the Board of Directors of which such Director is a member, whether by meeting or pursuant to written consent.

Section 5.3 Indemnification

(a) To the fullest extent permitted by the Florida Business Corporation Act ("**Florida Law**"), as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages and/or for breach of fiduciary duty as a director. To the fullest extent permitted by Florida Law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, and agents of the Corporation (and any other persons to which Florida Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Florida Law.

(b) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(c) Neither any amendment nor repeal of this Article 5.3, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article 5.3, shall eliminate or reduce the effect of this Article 5.3 in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article 5.3, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision. Any amendment, repeal or modification of the foregoing provisions of this Article 5.3 shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

Section 5.4 Excluded Opportunities

The Corporation renounces any interest or expectancy of the Corporation in an opportunity that is the Excluded Opportunity. The "*Excluded Opportunity*" shall mean any matter, transaction, or interest that is presented to, or acquired, created, or developed by, or which otherwise comes into the possession of, (i) any Director of the Corporation who is not an employee or advisor of the Corporation or any of its subsidiaries; or (ii) any holder of Senior Common stock; or (iii) any affiliate, partner, employee, or agent of any holder of Senior Common stock, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "*Covered Persons*"). unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

The doctrine of corporate opportunity, or any other analogous doctrine, shall not apply with respect to the Corporation or any of its officers or directors or in circumstances where the application of any such doctrine would conflict with any fiduciary duties or contractual obligations they may have currently or in the future.

ARTICLE VI. BYLAWS

In furtherance and not in limitation of the powers conferred upon it by law, the Board shall have the power to adopt, amend, alter or repeal the Bylaws. The affirmative majority vote of the Board shall be required to adopt, amend, alter or repeal the Bylaws. The Bylaws also may be adopted, amended, altered or repealed by the stockholders; provided, however, that in addition to any vote of the holders of any class or series of capital stock of the Corporation required by law or by these Restated Articles, the affirmative vote of the holders of at least a majority of the voting power of all then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for the stockholders to adopt, amend, alter or repeal the Bylaws.

ARTICLE VII. MEETINGS OF STOCKHOLDERS

Section 7.1 Meetings

(a) Annual meetings of the shareholders shall be called by the Board during the month of April of each consecutive fiscal year of the Corporation. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

(b) Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors or by any other person or persons authorized to do so in the Corporation's Bylaws. Notwithstanding any other provision in these Articles or the Corporation's Bylaws, a special meeting of the shareholders may be called by the shareholders only if the holders of at least twenty percent of all the votes to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Subject to the rights of the holders of any outstanding series of the Preferred Stock, and to the requirements of applicable law, special meetings of stockholders of the Corporation may be called only by the Chairman of the Board, Chief Executive Officer of the Corporation, or the Board pursuant to a resolution adopted by majority of the Board, and the ability of the stockholders to call a special meeting is hereby specifically denied.

Section 7.2 Advance Notice

Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws.

Section 7.3 Action by Written Consent

Any action required or permitted to be taken by the stockholders of the Corporation must be effected by a duly called annual or special meeting of such holders, or, if such meeting is not called (subject to the Board's decision by a majority vote not to call a meeting) may be effected by a written consent of the stockholders. The action required or permitted to be taken by the stockholders of the Corporation may be taken by written consent in accordance with applicable laws. The action required or permitted to be taken by the stockholders of the Corporation shall be effectuated only by the affirmative vote of the holders of at least fifty-one percent (51%) of all then outstanding and voting securities of the Corporation voting on fully diluted basis.

ARTICLE VIII. LIMITED LIABILITY; INDEMNIFICATION

Section 8.1 Limitation of Liability

An agent of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Law as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of

the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

Section 8.2 Indemnification

(a) To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Corporation shall indemnify and hold harmless its incorporator, founders, and any person at the discretion of the Board ("*indemnitee*") regardless of the nature of the indemnitee's service for the Corporation, against all liability and loss suffered and expenses (including, without limitation, attorneys' fees, judgments, fines, taxes and penalties and amounts paid in settlement.)

(b) To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Corporation shall indemnify and hold harmless each person who was or is made a party and/or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative ("*proceeding*") by reason of the fact that he or she 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, other enterprise or nonprofit entity, including service with respect to an employee benefit plan ("*indemnitee*"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, against all liability and loss suffered and expenses (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred by such indemnitee in connection with such proceeding.

(c) The Corporation shall, to the fullest extent permitted by applicable law, pay all expenses (including but not limited to attorneys' fees and travel costs) incurred by an indemnitee in defending or otherwise participating in any proceeding in advance of its final disposition and within Twenty (20) calendar days after receipt from the indemnitee of the invoices and/or other documentary evidence identifying such expense. Notwithstanding the foregoing provisions of this Section 8.2, the Corporation shall indemnify and advance expenses to an indemnitee in connection with any proceeding or part thereof (which may be not necessarily a litigation proceeding) initiated by such indemnitee only if such proceeding or part thereof was authorized by the Board.

(d) The rights to indemnification and advancement of expenses conferred by this Section 8.2 shall be contractual rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee, agent, contractor, and/or an associate of the Corporation, and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

(e) The rights to indemnification and advancement of expenses conferred on any indemnitee by this Section 8.2 shall not be exclusive of any other rights that any indemnitee may have or hereafter acquire under law, these Restated Articles, the Bylaws, an agreement, vote of stockholders or disinterested directors, or otherwise.

(f) Any repeal or amendment of this Section 8.2 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of these Restated Articles inconsistent with this Section 8.2, shall,

unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and shall not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(g) This Section 8.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than indemnitees.

ARTICLE IX. BUSINESS COMBINATIONS

Section 9.1 Issuance of Shares or Debt Securities

Notwithstanding any provision of these Restated Articles, The Corporation shall be authorized to issue any additional shares of capital stock of the Corporation or any debt securities in connection with its business operations at any time upon a majority of the Board votes.

Section 9.2 Transactions with Affiliates

(a) In the event the Corporation enters into an agreement with respect to a Business Combination with a business that is affiliated with founders or initial stockholders of the Corporation or the directors or officers of the Corporation, then a committee of directors of the Corporation who do not have an interest in the transaction shall, at sole option and discretion of such a committee, obtain an opinion from an independent investment banking firm that is a member of the Financial Industry Regulatory Authority that such Business Combination is fair to the Common Stockholders of the Corporation from a financial point of view.

(b) Prior to the consummation of any Business Combination with any affiliate of the Corporation, such transaction must be approved by a majority of the members of the Board who do not have an interest in the transaction, and such directors shall obtain an opinion, at the Corporation's expense, from the Corporation's attorney(s) or independent legal counsel(s) in respect to the transaction, and must determine by the affirmative vote of the majority of directors who do not have an interest in the transaction that the terms of such transaction are no less favorable to the Corporation than those that would be available to the Corporation with respect to such a transaction from unaffiliated third parties.

ARTICLE X. FUTURE AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation may amend these Restated Articles by obtaining written approval from each voting group of shareholders entitled to vote thereon by a simple majority of all the votes entitled to be cast by that voting group at any regular meeting or special meeting duly called for that purpose in the manner prescribed by its Bylaws, provided, however, that Article X may not be repealed or amended in any respect unless such action is approved by at least eighty percent (80%) vote of the holders of outstanding Voting Stock voting together as single class on fully diluted basis, and provided further, that the Board may, without shareholder approval, amend these Articles (i) to the extent permitted under the Florida Law or (ii) as necessary to designate the

preferences, limitations, and relative rights of a class or series of shares of the Corporation prior to issuance of any shares in that class or series. The Corporation specifically reserves the right to amend, alter, change or repeal any provision contained in these Articles (including any Preferred Stock Designation), in the manner now or hereafter prescribed herein and the Florida Law.

IN WITNESS WHEREOF, these Articles have been executed on behalf of the Corporation by its President and Chief Executive Officer entering into effect on the Effective Date stated herein.

METALLOMIX INC.

(FORMERLY NOMAX THERAPEUTICS, INC.)

/s/ Max Temnik

/n/ Dr. Max Temnik, PhD

/t/ President and Director

/s/ Max Temnik

/n/ Max Temnik for entities under control

/t/ Manager

/s/ Sergei Petukhov

/n/ Dr. Sergei Petukhov, DVM

/t/ CEO and Stockholder

/s/ Amir Azarpad

/n/ Amir Azarpad for entities under control

/t/ Manager