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ARTICLES OF AMENDMENT
TO
FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MORPHOGENESIS, INC.

Pursuant to the provisions of Section 607.1003 and 607.1006 of the Florida Statutes, this Florida for profit corporation adopts the following Articles of Amendment to its Fourth Amended and Restated Articles of Incorporation, as amended:

1. The name of the Corporation is Morphogenesis, Inc.

2. The corporation's Board of Directors adopted these Articles of Amendment on February 4, 2022, and they were approved as of February 4, 2022 by (i) the holders of a majority of the corporation's outstanding shares of common stock, Series A Preferred Stock, and Series A-1 Preferred Stock voting together as one class on an as-converted basis, and (ii) the holders of a majority of the corporation's outstanding Series A Preferred Stock and Series A-1 Preferred Stock voting together as one class. The number of votes cast for the Articles of Amendment was sufficient for approval by each of the foregoing voting groups.

3. The first paragraph of Article III is hereby amended to read in its entirety as follows:

"The Corporation is authorized to issue two classes of shares to be designated, respectively, as "**Preferred Stock**" and "**Common Stock**." The total number of shares of Preferred Stock the Corporation shall have the authority to issue is 150,000,000, \$0.001 par value per share. The total number of shares of Common Stock of the Corporation shall have authority to issue is 200,000,000, \$0.0001 per value per share. 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."

4. The first paragraph of Part B of Article III is hereby amended to read in its entirety as follows:

"33,186,956 shares of the authorized and issued Preferred Stock of the Corporation are designated "**Series A Preferred Stock**" and 50,000,000 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "**Series A-1 Preferred Stock**." The Series A Preferred Stock and the Series A-1 Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications, and limitations. Unless otherwise indicated, references to "sections" or "subsections" in this Part B of this Article III refer to sections and subsections of Part B of this Article III. The Board of Directors of the Corporation is authorized, subject to the limitations prescribed by the FBCA and the provisions of this Part B of this Article III (including, but not limited to, the protective provisions set forth in Subsections 3.3.2 through 3.3.4), to provide for the issuance of the remaining authorized and unissued shares of Preferred Stock in one or more series, and by filing an amendment to these Articles of Incorporation pursuant to Section 607.0602 of the FBCA, to establish from time to time the number of shares to be included in each such series, and to fix the preferences, limitations and relative rights of the shares of each such series. The authority of the Board with respect to each such series shall include, but not be limited to, determination of the following: (1) the number of shares constituting that series and distinctive designation of that series; (2) the dividend rate on

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the shares of that series, if any, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series; (3) whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights; (4) whether that series shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine; (5) whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and, the amount per share payable in the case of redemption, which amount may vary under different conditions and at different redemption dates; (6) whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and if so, the terms and amounts of such sinking fund; (7) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; (8) any other relative or participation rights, preferences and limitations of that series; and (9) if no shares of any series of Preferred Stock are issued, the elimination of the designation, powers, preferences and right of such shares, in which event such shares shall return to their status as authorized by undesignated Preferred Stock."

5. Section 3.2 of Part B of Article III is hereby amended to read in its entirety as follows:

"3.2 Election of Directors. The Board of Directors of the Corporation shall consist of not less than five (5) members. Subject to the foregoing and subject to Subsection 3.3.7, the exact number of directors shall be established from time to time by resolution of the Board of Directors. The holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Series A Preferred Stock and the Series A-1 Preferred Stock), exclusively and voting together as a single class, shall elect the members to the Board of the Corporation other than the Series A Director (as defined below). The holders of record of the shares of Series A Preferred Stock and the Series A-1 Preferred Stock, exclusively and voting together as a single class, shall be entitled to elect one (1) director of the Corporation (the "Series A Director"). The Series A Director may be removed without cause by, and only by, the affirmative vote of the holders of the Series A Preferred Stock and the Series A-1 Preferred Stock exclusively and voting together as a single class, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of shareholders. If the holders of shares of Series A Preferred Stock and Series A-1 Preferred Stock fail to elect a director to fill the directorship for which they are entitled to elect a director, voting together as a single class, pursuant to this Subsection 3.2, then the directorship not so filled shall remain vacant until such time as the holders of the Series A Preferred Stock and the Series A-1 Preferred Stock voting together and as a single class, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and such directorship may not be filled by shareholders of the Corporation other than by the holders of the Series A Preferred Stock and the Series A-1 Preferred Stock, voting together and as a single class. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Subsection 3.2, a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Subsection 3.2. The rights of the holders of the Series

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A Preferred Stock and Series A-1 Preferred Stock to separately elect a director under this Subsection 3.2 shall terminate on the first date on which there are issued and outstanding less than twenty percent (20%) of the total number of shares of Series A Preferred Stock and Series A-1 Preferred Stock issued by the Corporation (subject to appropriate adjustment in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series A Preferred Stock)."

The Secretary of the corporation has executed these Articles of Amendment on behalf of the corporation as of this 21st day of March, 2022.

Morphogenesis, Inc.

By: 

Dan Dearborn, as Secretary