

900482865 01/25/2019

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM507314

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Glycos Biotechnologies, Inc.		12/13/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	GlycosBio Food Sciences, Inc.
Street Address:	2450 HOLCOMBE BLVD., SUITE J
City:	HOUSTON
State/Country:	TEXAS
Postal Code:	77021
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	4332622	BIO-SIM
Registration Number:	4598108	GLYCOSBIO

CORRESPONDENCE DATA

Fax Number: 6503520699
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 6523520514
Email: SVtmdocket@reedsmith.com
Correspondent Name: Katherine M. Basile and Jason E. Garcia
Address Line 1: P.O. Box 488
Address Line 4: Pittsburgh, PENNSYLVANIA 15230

NAME OF SUBMITTER:	Jason E. Garcia, Attorney of Record
SIGNATURE:	/Jason E. Garcia/
DATE SIGNED:	01/25/2019

Total Attachments: 18

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GLYCOS BIOTECHNOLOGIES, INC.", CHANGING ITS NAME FROM "GLYCOS BIOTECHNOLOGIES, INC." TO "GLYCOSBIO FOOD SCIENCES, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2016, AT 11:37 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

4308262 8100
SR# 20167045412

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203502147
Date: 12-13-16

TRADEMARK
REEL: 006558 FRAME: 0474

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GLYCOS BIOTECHNOLOGIES, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:37 AM 12/13/2016
FILED 11:37 AM 12/13/2016
SR 20167045412 - FileNumber 4308262

Glycos Biotechnologies, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"),

DOES HEREBY CERTIFY:

FIRST: That the name of the Corporation is Glycos Biotechnologies, Inc. (the "*Corporation*") and that the Corporation was originally incorporated pursuant to the General Corporation Law on February 27, 2007 under the name "Mercury Biosystems, Inc."

SECOND: That the Board of Directors duly adopted resolutions proposing to amend and restate the Restated Certificate of Incorporation of the Corporation, as amended (the "*Prior Charter*"), declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Prior Charter be amended and restated in its entirety as follows:

ARTICLE I

The name of the Corporation is GlycosBio Food Sciences, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is at 1209 Orange Street in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

ARTICLE IV

A. **Classes of Stock.** The Corporation is authorized to issue two classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock authorized to be issued is 4,000,000 shares. 3,000,000 shares shall be Common Stock, par value \$0.001 per share ("*Common Stock*"), and 1,000,000 shares shall be Preferred Stock, par value \$0.001 per share ("*Preferred Stock*"), all of which shares of Preferred Stock shall be designated as "Series Seed Preferred Stock" (the "*Series Seed Preferred Stock*").

B. **Reverse Stock Split of Common Stock.** Immediately upon the filing of this Amended and Restated Certificate of Incorporation (this "*Restated Certificate*") with the Secretary of State of the State of Delaware, and without any further action on the part of the Corporation or any stockholder, each share of Common Stock (as defined in, and authorized under, the Prior Charter) that is outstanding shall automatically be converted and reconstituted into a 0.000454959 fully paid and non-assessable share of Common Stock (the "*Reverse Stock Split*") as authorized under Section A of this Article IV, reflecting a one-for-2,198 reverse stock split. All share numbers, and all amounts stated on a per share basis, in this Restated Certificate give effect to the Reverse Stock Split, and no further adjustment shall be made as a consequence thereof. The Reverse Stock Split shall be effected on a stockholder-by-stockholder basis. No fractional share shall be issuable as a result of the Reverse Stock Split; instead, the Corporation shall make a cash payment to each stockholder who would have received a fractional share as a result of the Reverse Stock Split equal to the fair market value of such fractional share, as determined in good faith by the Board. Immediately upon the filing of this Restated Certificate, and without any further action on the part of the Corporation, any stockholder of the Corporation or any holder of options, warrants or other rights to purchase Common Stock of the Corporation as authorized under the Prior Charter shall automatically be reclassified into the right to purchase a 0.000454959 share of Common Stock as authorized in Section A of this Article IV. Such reclassification of the shares subject to such outstanding options, warrants or other purchase rights shall be effected on an agreement-by-agreement basis, and options, warrants or other purchase rights to acquire a fractional share of Common Stock as a result thereof shall be administered pursuant to the terms of such options, warrants, or other purchase rights, as the case may be. The Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon the Reverse Stock Split unless the certificates evidencing the shares of Common Stock outstanding prior to the Reverse Stock Split are delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or after receipt of such agreement and indemnification, issue and deliver at such office to such holder of Common Stock, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid.

C. **Rights, Preferences and Restrictions of the Series Seed Preferred Stock.** The rights, preferences, privileges and restrictions granted to and imposed on the Series Seed Preferred Stock are as set forth below in this Section C.

1. Dividend Provisions.

(a) The holders of shares of Series Seed Preferred Stock shall be entitled to receive on a *pari passu* basis with each other out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (other than dividends payable in Common Stock for which appropriate adjustment is made hereunder) on the Common Stock, dividends at the rate of 8% per annum of the Series Seed Original Issue Price (as defined below), when, as and if declared by the Board of Directors of the Corporation (the "**Board**"). Such dividends shall not be cumulative. Declared but unpaid dividends shall accrue interest at a rate of 10.0% per annum. Declared but unpaid dividends will be paid upon conversion of the Series Seed Preferred Stock, at the option of the Corporation, in either (i) cash or (ii) Common Stock based on the fair market value of the Common Stock on such date as determined in good faith by the Board. Any amounts to be so paid for which assets are not legally available shall be paid promptly as assets become legally available therefor. No dividends shall be declared or paid, and no distribution shall be made (other than dividends payable in Common Stock for which appropriate adjustment is made hereunder), on any shares of Common Stock unless all dividends declared and but unpaid on the Series Seed Preferred Stock have been paid or set apart for payment. After the payment or setting aside for payment of the dividends described in the first sentence of this Subsection 1(a), any additional dividends (other than dividends payable in Common Stock for which appropriate adjustment is made hereunder) declared or paid in any year shall be declared or paid on the Series Seed Preferred Stock and Common Stock then-outstanding on an as-converted basis.

(b) Any dividend or distribution that is declared by the Corporation and payable with assets of the Corporation other than cash shall be valued in accordance with the provisions of Subsection 2(c)(ii) below.

2. Liquidation Preference.

(a) Upon the occurrence of any Liquidation Event (as defined in Subsection 2(c)(i) below), each holder of Series Seed Preferred Stock shall be entitled to receive an amount for each share of Series Seed Preferred Stock held by such holder equal to \$1.20, as adjusted to reflect stock dividends, stock splits, combinations, recapitalizations and the like with respect to the Series Seed Preferred Stock (the "**Series Seed Original Issue Price**"), plus an amount equal to any declared but unpaid dividends on such share of Series Seed Preferred Stock. The aggregate amount which a holder of Series Seed Preferred Stock is entitled to receive under this Subsection 2(a) is referred to herein as the "**Preferred Stock Preference**." Payments of the Preferred Stock Preference shall be made to the holders of Series Seed Preferred Stock on a *pari passu* basis, but prior and in preference to any distribution of any of the assets and funds of the Corporation to the holders of Common Stock or any other security ranking junior in priority to the Series Seed Preferred Stock by reason of their ownership thereof. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series Seed Preferred Stock shall be insufficient to permit the payment to such holders of the full Preferred Stock Preference, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the

holders of the Series Seed Preferred Stock then outstanding in proportion to the full Preferred Stock Preference to which each such holder is otherwise entitled to receive.

(b) After payment of the full Preferred Stock Preference to the holders of the Series Seed Preferred Stock pursuant to Subsection 2(a) of this Section C, any additional remaining assets shall be distributed solely to the holders of the Common Stock on a *pari passu* basis.

(c) (i) Unless waived in any specific instance by the holders of at least 67% of the outstanding shares of Series Seed Preferred Stock, a "**Liquidation Event**" shall be defined as any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and shall be deemed to be occasioned by, or to include, (x) the acquisition of the Corporation by means of any transaction or series of related transactions (including, without limitation, any stock acquisition, reorganization, merger or consolidation) unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least a majority of the voting power of the surviving or acquiring entity (except that the sale by the Corporation of shares of its capital stock to investors in bona fide equity financing transactions, or in a Qualified Public Offering (as defined below), shall not be deemed a Liquidation Event for this purpose) or (y) a sale, exclusive license or other disposition of all or substantially all of the assets of the Corporation, including a sale, exclusive license or other disposition of all or substantially all of the assets of the Corporation's subsidiaries, if such assets constitute substantially all of the assets of the Corporation and such subsidiaries taken as a whole.

(ii) In any of such events, if the consideration received by the Corporation is other than cash or securities, its value will be deemed its fair market value as determined in good faith by the Board. Any securities to be delivered to the holders of the Series Seed Preferred Stock or Common Stock, as the case may be, shall be valued as follows:

(A) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the ten day period ending three days prior to the closing;

(B) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the ten day period ending three days prior to the closing; and

(C) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board.

(iii) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be valued at an appropriate discount from the value determined as provided in Subsection 2(c)(ii)(A) or

(B) above to reflect the approximate fair market value thereof, as determined in good faith by the Board.

(d) (i) The Corporation shall give each holder of record of Series Seed Preferred Stock written notice of such impending transaction not later than 20 days prior to the stockholders' meeting called to approve such transaction, or 20 days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than 20 days after the Corporation has given the first notice provided for herein or sooner than 20 days after the Corporation has given notice of any material changes provided for herein; *provided, however*, that such periods may be shortened or waived entirely upon the Corporation's receipt of written consent from the holders of 67% of the Series Seed Preferred Stock.

(ii) In the event the requirements of this Subsection 2(d) are not complied with, the Corporation shall either:

(A) cause such closing to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series Seed Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Subsection 2(d)(i) above.

3. **Redemption**. The Series Seed Preferred Stock is not redeemable.

4. **Conversion**. The holders of shares of Series Seed Preferred Stock shall have conversion rights as follows (the "***Conversion Rights***"):

(a) **Right to Convert**. Each share of Series Seed Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined, with respect to each share of Series Seed Preferred Stock, by dividing (x) the Series Seed Original Issue Price by (y) the Series Seed Conversion Price in effect for the Series Seed Preferred Stock on the date the certificate is surrendered for conversion. The initial "***Series Seed Conversion Price***" per share for the Series Seed Preferred Stock shall be the Series Seed Original Issue Price; *provided, however*, that the Series Seed Conversion Price shall be subject to adjustment as set forth in Subsection 4(d) below.

(b) **Automatic Conversion**. Each share of Series Seed Preferred Stock shall automatically be converted into shares of Common Stock at the Series Seed Conversion Price then in effect for such share upon the earlier of (i) immediately prior to the closing of the Corporation's sale of any shares of its Common Stock in a firm commitment underwritten public offering pursuant to an effective registration statement

under the Securities Act of 1933, as amended (the "*Securities Act*"), with aggregate cash proceeds (net of underwriting discounts and commissions) to the Corporation of at least \$10,000,000 that provides a valuation of the Corporation (based on its fully diluted market capitalization) of at least \$30,000,000 (a "*Qualified Public Offering*") or (ii) the date specified by written consent or agreement of the holders of at least a majority of the then-outstanding shares of Series Seed Preferred Stock.

(c) Mechanics of Conversion.

(i) Before any holder of any Series Seed Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to Subsection 4(a) above and upon the occurrence of the events specified in Subsection 4(b) above, as the case may be, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series Seed Preferred Stock and if such conversion is to be effected pursuant to Subsection 4(a) above, shall give written notice to the Corporation at its principal corporate office of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued; *provided, however,* that any failure by a holder to comply with these provisions shall not have any effect on the automatic conversion of such holder's shares, which shall in any event be deemed to have converted, automatically and without any further action on the part of the holder or the Corporation, in accordance with Subsection 4(b) above. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series Seed Preferred Stock or to the nominee or nominees of such holder (A) a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled (including, without limitation, such number of shares, if any, as shall represent payment of declared but unpaid dividends as provided in Subsection 1(a)) and (B) such amount of cash, if any, as shall represent payment of declared but unpaid dividends as provided in Subsection 1(a). Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series Seed Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(ii) If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, or any event that would be deemed to be a Liquidation Event under Subsection 2(c)(i) above, the conversion may, at the election of the holder, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering or the closing of such Liquidation Event, as the case may be, in which event the person(s) entitled to receive the Common Stock upon conversion of shares of Series Seed Preferred Stock shall not be deemed to have converted such shares of Series Seed Preferred Stock until immediately prior to the closing of such sale of securities or of such Liquidation Event, as the case may be.

(d) Conversion Price Adjustments. The Series Seed Conversion Price shall be subject to adjustment from time to time as follows:

(i) (A) If, after the date the Corporation first issues any shares of Series Seed Preferred Stock (the "*Initial Series Seed Issue Date*"), the Corporation issues any Additional Stock (as defined in Subsection 4(d)(ii) below) without consideration or for a consideration price per share less than the Series Seed Conversion Price in effect immediately prior to the issuance of such Additional Stock (a "*Qualifying Dilutive Issuance*"), the Series Seed Conversion Price as in effect immediately prior to such Qualifying Dilutive Issuance shall forthwith (except as otherwise provided in this Subsection 4(d)(i)) be adjusted to a price determined by multiplying such Series Seed Conversion Price by a fraction, (x) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (including shares of Common Stock deemed to be issued pursuant to Subsections 4(d)(i)(E)(1) or (2)) plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such Series Seed Conversion Price; and (y) the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (including shares of Common Stock deemed to be issued pursuant to Subsections 4(d)(i)(E)(1) or (2)) plus the number of shares of Additional Stock. For example, if after the Initial Series Seed Issue Date, the Corporation issues 1,000,000 shares of Common Stock for consideration per share of \$0.80 and assuming there are 2,000,000 shares of Common Stock deemed outstanding immediately prior to such issuance (including shares of Common Stock deemed to be issued pursuant to Subsections 4(d)(i)(E)(1) or (2)), then the Series Seed Conversion Price immediately would be reduced to the price determined by multiplying \$1.20, the Series Seed Conversion Price then in effect, by the following fraction:

$$\begin{array}{r}
 \begin{array}{r}
 2,000,000 \\
 \hline
 2,000,000
 \end{array}
 +
 \begin{array}{r}
 \frac{\$0.80 \times 1,000,000}{\$1.20} \\
 \hline
 1,000,000
 \end{array} \\
 \\
 = 2,666,667/3,000,000 \\
 \\
 = 0.8889
 \end{array}$$

resulting in an adjusted Conversion Price of \$1.0667 (i.e., \$1.20 x 0.8889) and an adjusted conversion rate of 1.125 (i.e., \$1.20/\$1.0667).

(B) No adjustment of the Series Seed Conversion Price shall be made if such adjustment would be in an amount less than one cent per share, but such adjustments shall be carried forward on a cumulative basis until an adjustment to the Series Seed Conversion Price is made therefor. Except to the limited extent provided for in Subsection 4(d)(i)(E)(3) or (4), no adjustment of the Series Seed Conversion Price pursuant to this Subsection 4(d)(i) shall have the effect of increasing the Series Seed Conversion Price above the respective Series Seed Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Additional Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other similar expenses allowed, paid or incurred by the Corporation for any underwriting in connection with the issuance and sale thereof.

(D) In the case of the issuance of Additional Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined pursuant to Subsection 2(c)(ii) above.

(E) In the case of the issuance (on or after the Initial Series Seed Issue Date) of (x) options to purchase or rights to subscribe for Common Stock, (y) securities by their terms convertible into or exchangeable for Common Stock or (z) options to purchase or rights to subscribe for securities by their terms convertible into or exchangeable for Common Stock, the following provisions shall apply for all purposes of this Subsection 4(d)(i) and Subsection 4(d)(v):

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (to the extent then exercisable) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in Subsections 4(d)(i)(C) and 4(d)(i)(D)), if any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of (including, without limitation, shares issuable with respect to the payment of declared and/or accrued dividends on such conversion), or in exchange (to the extent then convertible or exchangeable) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in Subsections 4(d)(i)(C) and 4(d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof (unless such options or rights or convertible or exchangeable securities were merely deemed to be included in the numerator and

denominator for purposes of Subsection 4(d)(i)(A)), the Series Seed Conversion Price, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities (unless such options or rights or convertible or exchangeable securities were merely deemed to be included in the numerator and denominator for purposes of Subsection 4(d)(i)(A)), the Series Seed Conversion Price, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to Subsections 4(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either Subsection 4(d)(i)(E)(3) or (4).

(ii) "*Additional Stock*" shall mean all shares of Common Stock issued (or deemed to have been issued pursuant to Subsections 4(d)(i)(E)(1) or (2)) by the Corporation after the Initial Series Seed Issue Date, other than shares of Common Stock (or options therefor) issued or issuable:

(A) upon the conversion of any shares of Series Seed Preferred Stock;

(B) to officers, directors or employees of, or consultants or other service providers to, the Corporation as compensation for services, directly or pursuant to a stock option plan or an agreement approved by the Board, including the approval or consent of each of the Preferred Directors (as defined in Subsection 5(b) below) then in office;

(C) to banks, savings and loan associations, equipment lessors or other similar lending institutions in connection with such entities providing working capital credit facilities or equipment financing to the Corporation for a non-equity financing purpose approved by the Board, including the approval or consent of each of the Preferred Directors then in office;

(D) pursuant to a transaction for which adjustments of the Series Seed Conversion Price is made pursuant to Subsection 4(d)(iii) below;

(E) pursuant to any dividend or distribution on the Series Seed Preferred Stock and dividends payable in Common Stock for which appropriate adjustment is made hereunder;

(F) pursuant to bona fide business or technology acquisitions (or licenses) of or by the Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock reorganization or otherwise, that is approved by the Board, including the approval or consent of each of the Preferred Directors then in office;

(G) pursuant to or in connection with collaboration, technology license, development, OEM, marketing or other similar agreements or strategic partnerships approved by the Board, including the approval or consent of each of the Preferred Directors then in office;

(H) pursuant to the sale of shares of the Corporation's capital stock in connection with a firm commitment underwritten public offering and any agreement allocating shares of capital stock in connection with such public offering; or

(I) upon the exercise of warrants or other securities or rights exercisable to purchase the Corporation's capital stock that were outstanding as of the Initial Series Seed Issue Date.

(iii) In the event the Corporation should at any time or from time to time after the Initial Series Seed Issue Date fix a record date for the effectuation of a split or a subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "*Common Stock Equivalents*") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Series Seed Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series Seed Preferred Stock shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(iv) If the number of shares of Common Stock deemed outstanding at any time after the Initial Series Seed Issue Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Series Seed Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Series Seed Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(v) Should the Corporation issue or sell, or be deemed to have issued or sold, Additional Stock in a Qualifying Dilutive Issuance (the "*First Dilutive Issuance*"),

then in the event that the Corporation issues or sells, or is deemed to have issued or sold, Additional Stock in a Qualifying Dilutive Issuance other than the First Dilutive Issuance as a part of the same transaction or series of related transactions as the First Dilutive Issuance (a "*Subsequent Dilutive Issuance*"), upon each Subsequent Dilutive Issuance, the Series Seed Conversion Price shall be adjusted to the Series Seed Conversion Price that would have been in effect had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(e) Other Distributions. Subject to Section C.1 of this Article IV, in the event the Corporation shall declare a dividend or distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights that are not Common Stock Equivalents, then, in each such case, the holders of Series Seed Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series Seed Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such dividend or distribution.

(f) Recapitalizations. If at any time or from time to time after the Initial Series Seed Issue Date, there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2 above) provision shall be made so that the holders of Series Seed Preferred Stock shall thereafter be entitled to receive upon conversion of their shares of Series Seed Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of Series Seed Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Series Seed Conversion Price then in effect and the number of shares purchasable upon conversion of the Series Seed Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(g) No Impairment. The Corporation will not, by amendment of this Restated Certificate or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Series Seed Preferred Stock.

(h) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of Series Seed Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share (with 0.5 being rounded

up). Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series Seed Preferred Stock that the holder is at the time converting (or are being automatically converted) into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion (including, without limitation, shares issuable with respect to the payment of declared but unpaid dividends on the shares converted).

(ii) Upon the occurrence of each adjustment or readjustment of the Series Seed Conversion Price pursuant to this Section 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series Seed Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series Seed Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Series Seed Conversion Price at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series Seed Preferred Stock.

(i) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series Seed Preferred Stock, at least twenty (20) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(j) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of shares of Series Seed Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series Seed Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then-outstanding shares of Series Seed Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series Seed Preferred Stock, the Corporation will promptly take such corporate action as may, in the opinion of its counsel, 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 Certificate.

(k) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Series Seed Preferred Stock shall be deemed given

five days after deposit in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of the Corporation.

5. Voting Rights; Protective Provisions.

(a) General Voting Rights. Each holder of shares of Series Seed Preferred Stock shall have the right to one vote for each share of Common Stock into which such holder's shares of Series Seed Preferred Stock could then be converted, with full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, except as required by law or as expressly provided herein, including the protective provisions in Subsection 5(c) below, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation; and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, *provided*, that except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to (or waiver of any provision of) this Restated Certificate that relates solely to the terms of the Series Seed Preferred Stock, if the holders of the Series Seed Preferred Stock are entitled to vote thereon as a single and separate class of shares pursuant to this Restated Certificate or pursuant to the General Corporation Law. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series Seed Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with 0.5 being rounded upward).

(b) Adjustment in Authorized Common Stock. The authorized number of shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then-outstanding or reserved for the exercise of options or warrants or the conversion of shares of Series Seed Preferred Stock) by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote, voting as a single class, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

(c) Board of Directors. For so long as shares of Series Seed Preferred Stock are outstanding, the holders of Series Seed Preferred Stock shall be entitled to elect two (2) directors (each, a "*Preferred Director*") to the Board. Additional members of the Board shall be elected by the vote of the holders of Common Stock and Series Seed Preferred Stock, voting together as a single class on an as-converted to Common Stock basis. The members of any committee of the Board shall be determined by a majority of the Board, including the approval or consent of the Preferred Directors then in office.

(d) Protective Provisions. So long as shares of Series Seed Preferred Stock are outstanding, the Corporation shall not (whether by merger, consolidation or otherwise), without first obtaining the approval (by vote or written consent, as permitted by law) of the holders of at least 67% of the Series Seed Preferred Stock, except as expressly provided for in this Subsection 5(d):

(i) take any action, including amending this Restated Certificate or the Bylaws of the Corporation, including by way of merger, consolidation or otherwise,

that would alter, change or otherwise adversely affect the powers, preferences or privileges of the Series Seed Preferred Stock;

(ii) authorize, issue any new, or reclassify any existing class or series of equity securities having any preference or priority with respect to dividends rights, voting rights or distribution of assets upon a Liquidation Event that is superior to or on parity with any such preference or priority of the Series Seed Preferred Stock;

(iii) increase or decrease (other than by conversion) the authorized number of shares of the Preferred Stock or Common Stock;

(iv) redeem, repurchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any shares of Common Stock or Preferred Stock or options to purchase capital stock (other than the repurchase of shares of Common Stock from employees, officers, directors, consultants or other service providers pursuant to agreements to repurchase such stock at cost in connection with the occurrence of certain events, such as the termination of their employment with or services to the Corporation);

(v) engage in or effect any Liquidation Event;

(vi) increase or decrease the size of the Board unless approved by or consented to by the Board, including the approval or consent of each of the Preferred Directors then in office;

(vii) declare a dividend or distribute cash or property to holders of Preferred Stock or Common Stock through dividends (other than dividends payable in Common Stock for which appropriate adjustment is made hereunder); or

(viii) incur, create, assume, become liable in any manner with respect to, or permit to exist any indebtedness for borrowed money, except for indebtedness not exceeding \$100,000 in the aggregate, unless approved by the Board, including the approval or consent of each of the Preferred Directors then in office.

(e) Status of Converted Stock. In the event any shares of Series Seed Preferred Stock shall be converted pursuant to Subsection 4 above, the shares so converted shall be canceled and shall be returned to the status of authorized but undesignated shares of Series Seed Preferred Stock. This Restated Certificate shall be amended at such time or times as the Corporation deems it reasonably practicable to effect the corresponding reduction in the number of shares of Series Seed Preferred Stock.

D. Common Stock. Except as otherwise provided herein, the rights granted to the Common Stock are as set forth below.

1. Dividend Rights. Subject to the provisions of Sections C.1, C.4(e) or C.5(d) of this Article IV, the holders of the Common Stock shall be entitled to receive, when, as,

and if, declared by the Board, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board.

2. Liquidation Rights. Upon a Liquidation Event, the assets of the Corporation shall be distributed as provided in Section C.2 of this Article IV.

3. Redemption. The Common Stock is not redeemable

4. Voting Rights. In addition to the voting rights for the election of directors set forth in Section C.5 of this Article IV, the holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with this Restated Certificate and the Bylaws of the Corporation; *provided, however,* that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Restated Certificate that relates solely to the terms of the Series Seed Preferred Stock if the holders of the Series Seed Preferred Stock are entitled to vote, as a single and separate series of shares, thereon pursuant to this Restated Certificate or pursuant to the General Corporation Law. There shall be no cumulative voting.

ARTICLE V

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 upon them by statute or by this Restated Certificate or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws of the Corporation so provide.

ARTICLE VI

Except as otherwise provided in this Restated Certificate, the Board is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

ARTICLE VII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

ARTICLE VIII

A director of the Corporation shall, to the fullest extent permitted by the General Corporation Law as it now exists or as it may hereafter be amended, not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

If the General Corporation Law is amended, after approval by the stockholders of this Article VIII, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any amendment, repeal or modification of this Article VIII, or the adoption of any provision of this Restated Certificate inconsistent with this Article VIII, by the stockholders of the Corporation shall not apply to or adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, repeal, modification or adoption.

ARTICLE IX

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which the General Corporation 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 Section 145 of the General Corporation Law, subject only to limits created by applicable provisions of the General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

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

ARTICLE X

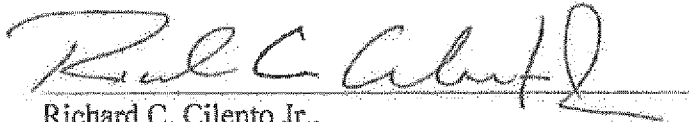
The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "*Excluded Opportunity*" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any stockholder of the Corporation or any partner, member, director, stockholder, employee or agent of any such stockholder, 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.

* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That said amendment and restatement was duly adopted in accordance with the provisions of Section 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by the Chief Executive Officer of the Corporation on this 12 day of December, 2016.

A handwritten signature in cursive script, appearing to read "Richard C. Cilento Jr.", written over a horizontal line.

Richard C. Cilento Jr.,
Chief Executive Officer