

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM778311

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Alliance Partners360, Inc.		07/28/2021	Corporation:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Curae Pharma360 Inc.		
<b>Street Address:</b>	1209 Orange Street		
<b>City:</b>	Wilmington		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	19801		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	90819884	CURAE PHARMA360	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9497200182		
<i>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.</i>			
<b>Phone:</b>	(949) 760-1121		
<b>Email:</b>	fbhatti@buchalter.com		
<b>Correspondent Name:</b>	Farah P. Bhatti		
<b>Address Line 1:</b>	18400 Von Karman Avenue		
<b>Address Line 2:</b>	Suite 800		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92612-0514		
<b>ATTORNEY DOCKET NUMBER:</b>	A6895-5003		
<b>NAME OF SUBMITTER:</b>	Farah P. Bhatti		
<b>SIGNATURE:</b>	/fbhatti/		
<b>DATE SIGNED:</b>	01/04/2023		
<b>Total Attachments: 6</b>			
source=Amended & Restated Certificate of Incorporation re name change to Curae Pharma360 Inc. (FILED 02AUG2021)#page1.tif			
source=Amended & Restated Certificate of Incorporation re name change to Curae Pharma360 Inc. (FILED 02AUG2021)#page2.tif			

CH \$40.00 90819884

source=Amended & Restated Certificate of Incorporation re name change to Curae Pharma360 Inc. (FILED 02AUG2021)#page3.tif

source=Amended & Restated Certificate of Incorporation re name change to Curae Pharma360 Inc. (FILED 02AUG2021)#page4.tif

source=Amended & Restated Certificate of Incorporation re name change to Curae Pharma360 Inc. (FILED 02AUG2021)#page5.tif

source=Amended & Restated Certificate of Incorporation re name change to Curae Pharma360 Inc. (FILED 02AUG2021)#page6.tif

# 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 "ALLIANCE PARTNERS360, INC.", CHANGING ITS NAME FROM "ALLIANCE PARTNERS360, INC." TO "CURAE PHARMA360 INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF AUGUST, A.D. 2021, AT 5:04 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

5205905 8100  
SR# 20212890316

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203842970  
Date: 08-04-21

**TRADEMARK**  
**REEL: 007938 FRAME: 0567**

**ALLIANCE PARTNERS360, INC.**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

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

Alliance Partners360, 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 as follows.

1. The name of this corporation is Alliance Partners360, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on August 29, 2012 under the name M360, Inc. A Certificate of Amendment to the Certificate of Incorporation was filed on December 18, 2013.

2. The Board of Directors (the "Board") of this corporation duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows.

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as set forth on Exhibit A attached hereto and incorporated herein by this reference.

3. Exhibit A referred to above is attached hereto as Exhibit A and is hereby incorporated herein by this reference. This Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

4. This Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

**IN WITNESS WHEREOF**, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 28th day of July, 2021.

By: Andrea Olariu  
Andrea Olariu  
Chief Executive Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:04 PM 08/02/2021  
FILED 05:04 PM 08/02/2021

SR 20212867499 - File Number 5205905

**Exhibit A**  
**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**CURAE PHARMA360 INC.**

**ARTICLE 1**

The name of the corporation is Curae Pharma360 Inc. (the "Corporation").

**ARTICLE 2**

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

**ARTICLE 3**

The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE 4**

The total number of shares of all classes of stock that the Corporation is authorized to issue is 3,000,000, consisting of (a) 1,000,000 shares of Class A Common Stock, \$0.001 par value per share ("Class A Common Stock"), (b) 1,000,000 shares of Class B Common Stock, \$0.001 par value per share ("Class B Common Stock") and (c) 1,000,000 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock"). The Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein.

**ARTICLE 5**

Each Class A Common Stock stockholder of the Corporation shall be entitled to one vote for each share of such stock standing in its name on the books of the Corporation on all matters to be voted on by the stockholders of the Corporation. Class B Common Stock stockholders shall not be entitled to vote on any matters to be voted on by the stockholders of the Corporation.

**ARTICLE 6**

Dividends may be paid on the Class A Common Stock when, as and if declared by the Board of Directors (the "Board").

## ARTICLE 7

As long as any shares of the Class A Common Stock shall be issued and outstanding, the Corporation shall not, whether by merger, consolidation, reclassification or otherwise, without first obtaining the approval, (by vote or written consent as provided by law) of the holders of more than fifty percent (50%) of the outstanding shares of Class A Common Stock:

- (a) increase or decrease the authorized number of shares of Class A Common Stock;
- (b) authorize or create any new class or series of capital stock;
- (c) alter or change the rights, preferences or privileges of the shares of Class A Common Stock;
- (d) increase or decrease the authorized number of directors of the Corporation from four (4) directors;
- (e) liquidate, dissolve or wind-up the business and affairs of the Corporation, or effect any merger or consolidation in which the Corporation is a constituent party or a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation;
- (f) issue, in any transaction or series of related transaction, shares of capital stock to any other person or entity if, as a result of such issuance, Medicines360 would own less than fifty-one percent (51%) of the fully diluted capital stock of the Corporation (including shares issuable upon exercise of outstanding options, warrants or other convertible securities);
- (g) enter into any sponsored research, licensing, collaboration, development, commercialization, distribution, marketing, promotion or other agreement for the purpose of enabling any other entity to commercialize any drug or medical device product; or
- (h) change the business purpose or mission of the Corporation in any way that would conflict with the public benefit of Medicines360.

## ARTICLE 8

A. The Board is expressly authorized to adopt, amend and repeal the Bylaws of the Corporation.

B. The stockholders are expressly authorized to adopt, amend and repeal the Bylaws of the Corporation, by the affirmative vote of a majority of the outstanding shares entitled to vote thereon.

## ARTICLE 9

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of stockholder 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 of 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 10

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Delaware General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Delaware General Corporation Law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

## ARTICLE 11

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

## ARTICLE 12

To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation may 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, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation. No amendment to, or modification or repeal of, this Article 12 shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to

any act or omission occurring prior to such amendment, modification or repeal. This Article 12 does not affect the availability of equitable remedies for breach of fiduciary duties.