

05-20-2003

ORM PTO-1595
Rev. 6-93

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102452216

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies): **5-16-03**
TheraMed, Inc.
 Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:
☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Other

Execution Date: 10/01/01

2. Name and address of receiving party(ies):
 Name: **MAXCYTE, INC.**
 Street Address: **9640 Medical Center Drive**
 City: **Rockville** State: **MD** Zip: **20850**
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s):

B. Patent No.(s):

6,074,605

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Michael C. Barrett**
FULBRIGHT & JAWORSKI, L.L.P.
600 Congress Avenue, Suite 2400
 City: **Austin** State: **Texas** Zip: **78701**

6. Total number of applications and patents involved:

7. Total fee (37 C.F.R. 3.41)----- \$ **40.00**

☒ Enclosed
☒ Authorized to be charged to deposit account
 if check insufficient or inadvertently omitted

8. Deposit account number: **50-1212/MAXC:006US**
 (Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael C. Barrett**Michael C. Barrett**

05/13/2003

Name of Person Signing, Reg. No. 44,523

Signature

Date

Total number of pages including cover sheet, attachments and documents: **18**

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks, Box Assignment, Washington, D.C. 20231

CERTIFICATE OF MAILING
37 C.F.R. 1.8

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail in an envelope addressed to: MS Assignment, Commissioner of Patents, P.O. Box 1450, Alexandria, VA 22313-1450, on the date below:

May 13, 2003
Date**Michael C. Barrett**
Michael C. Barrett

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PATENT
REEL: 014066 FRAME: 0388

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THERAMED, INC.**

THERAMED, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name of the Corporation is TheraMed, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 31, 1998.

SECOND: Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL"), this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation as heretofore supplemented or amended.

THIRD: The text of the Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

* * *

ARTICLE ONE

The name of the Corporation is MaxCyt, Inc. (the "Corporation").

ARTICLE TWO

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

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

ARTICLE FOUR

October 1, 2001—Amended and Restated Certificate of Incorporation.doc

Section 4.1. Total Number of Shares of Capital Stock. The total number of shares of capital stock of all classes that the Corporation shall have authority to issue is 30,000,000 shares. The authorized stock is divided into 20,000,000 shares of Common Stock, \$0.01 par value per share (the "Common Stock"), and 10,000,000 of Preferred Stock, \$0.01 par value per share (the "Preferred Stock").

Section 4.2. Preferred Stock.

A. The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article Four, to provide for the issuance of one or more classes, or series thereof, of Preferred Stock, and by filing a certificate pursuant to the DGCL, to establish from time to time the number of shares to be included in each such class or series, and to fix the designation, powers, preferences and rights of the shares of each such class or series and the qualifications, limitations or restrictions thereof.

I. The authority of the Board with respect to each class or series shall include, but not be limited to, determination of the following:

1. The number of shares constituting that class or series and the distinctive designation of that class or series, which number the Board of Directors may thereafter (except where otherwise provided in a resolution designating a particular class or series) increase (but not above the total number of authorized shares of the class or series) or decrease (but not below the number of shares thereof then outstanding);

2. The dividend rate on the shares of that class or series, the conditions and dates upon which such dividends shall be payable, 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 class or series;

3. Whether the shares of that class or 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 the shares of that class or series shall have conversion or exchange privileges, and, if so, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

5. Whether or not the shares of that class or series shall be redeemable by the Corporation, and, if so, the times, prices and other 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 case of redemption, which amount may vary under different conditions and at different redemption dates;

6. Whether that class or series shall have a sinking fund for

the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;

7. The rights of the holders of the shares of that class or series upon or in the event of voluntary or involuntary liquidation, dissolution or winding up of, or the distribution of assets of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and

8. Any other relative rights, preferences and limitations of that class or series.

II. Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the Common Stock shares with respect to the same dividend period.

III. If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of Preferred Stock of all classes and series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all classes and series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

B. A series of Preferred Stock is authorized on the terms and with the provisions herein set forth:

I. Designation.

The series of Preferred Stock authorized hereunder shall be designated as the "Series A Preferred Stock" and is referred to herein as the "Series A Preferred Stock." The number of shares constituting such series shall be 7,000,000. The par value of the Series A Preferred Stock shall be \$0.01 per share of Series A Preferred Stock.

II. Stated Value: Date of Issue.

The Series A Preferred Stock shall have a stated value of \$1.00 per share (the "Stated Value"). The date a share of Series A Preferred Stock is issued is referred to herein as its "Date of Issue," and the date the first share of Series A Preferred Stock is issued is referred to herein as the "Original Date of Issue."

III. Dividends.

The holders of the Series A Preferred Stock shall be entitled to receive the following dividends: each time the Corporation declares or pays any dividends on shares of the Corporation's Common Stock, the holders of shares of Series A Preferred Stock shall be entitled to receive with respect to each share, out of assets legally available for such

purpose, dividends equal to the amount that would have been received by such holder if such share of Series A Preferred Stock had been converted into Common Stock pursuant to Section 4.2(B)(VI) herein immediately prior to the date such dividend was declared. Such dividend on the Series A Preferred Stock shall be declared and paid at the same time the corresponding dividend on the Common Stock is declared and paid. No dividends shall be declared or paid with respect to any share of Common Stock unless the dividends required by this Section 4.2(B)(III) are simultaneously declared and paid, as the case may be.

IV. Liquidation, Dissolution or Winding Up.

1. In the event of any voluntary or involuntary liquidation, dissolution or winding up (collectively, a "Liquidation") of the Corporation, holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders but before any payment shall be made to the holders of any Junior Securities by reason of their ownership thereof, an amount per share of Series A Preferred Stock equal to the sum of its Stated Value, plus the amount per share of the cumulative dividends accrued but unpaid thereon through the date of such Liquidation. If upon any such Liquidation the remaining assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock and any other securities of the Corporation ranking on a parity with the shares of Series A Preferred Stock with respect to dividends or upon liquidation ("Parity Securities") the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock and any Parity Securities shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2. After the payment of all preferential amounts required to be paid to the holders of Series A Preferred Stock, the holders of Common Stock, or any other securities of the Corporation ranking junior to shares of Series A Preferred Stock with respect to the payment of dividends or upon liquidation, then outstanding shall be entitled to receive the remaining assets and funds of the Corporation available for distribution to its stockholders.

V. Voting Rights.

Holders of Series A Preferred Stock shall have the following voting rights in addition to any voting rights provided by the DGCL:

1. Senior and Parity Securities. The Corporation shall not create or redesignate any class or series of capital stock that ranks senior to or on parity with the shares of Series A Preferred Stock upon Liquidation or as to the payment of dividend without first obtaining the affirmative vote of not less than a majority of the votes entitled to be cast on such matter by holders of Series A Preferred Stock voting as a single class.

2. Certain Amendments. Holders of Series A Preferred Stock

shall have the right to vote on any amendment to this Amended and Restated Certificate of Incorporation of the Corporation that will affect the rights of the holders of Series A Preferred Stock in any way, and the affirmative vote of not less than a majority of the votes entitled to be cast by holders of Series A Preferred Stock, voting as a single class, on any such matter shall be required for approval of such amendment.

3. General Matters. Except as to the matters specified in Sections 4.2(B)(V)(1), (2) or (3) and any other matters as to which holders of Series A Preferred Stock have the right to vote separately as a class under the DGCL, holders of Series A Preferred Stock shall have the right to vote on any matter as to which holders of the Common Stock have the right to vote. With regard to any such matter, holders of Series A Preferred Stock shall vote together with holders of the Common Stock as a single class.

4. Number of Votes. With respect to any of the matters specified in this Section 4.2(B)(V), each holder of Series A Preferred Stock shall be entitled to cast a number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder could be converted pursuant to the provisions of Section 4.2(B)(VI) hereof as of the record date for the determination of the stockholders entitled to vote on such matter or, if no such record date is established, the date such vote is taken or written consent of stockholders is solicited.

VI. Conversion.

The outstanding shares of Series A Preferred Stock shall be convertible into shares of Common Stock as follows:

1. Automatic Conversion.

(a) Each share of Series A Preferred Stock automatically shall be converted into validly authorized and issued, fully paid and nonassessable shares of Common Stock, as provided herein, immediately prior to the earlier to occur of an initial public offering for a minimum of \$10 million gross proceeds (an "IPO") and January 1, 2005 (the "Conversion Date").

(b) Immediately prior to the Conversion Date, the outstanding shares of Series A Preferred Stock shall be converted into shares of Common Stock automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series A Preferred Stock are either delivered to the Corporation or its transfer agent as provided below, or the holder thereof notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Series A Preferred Stock, the holders of Series A Preferred Stock shall surrender the certificates representing such

shares at the office of the Corporation or any transfer agent for Series A Preferred Stock or Common Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the Shares of Series A Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred, and the Corporation promptly shall pay all declared but unpaid dividends calculated through the effective date of conversion on the shares of Series A Preferred Stock converted.

2. Conversion Price. Each share of Series A Preferred Stock shall be convertible in accordance with Section 4.2(B)(VI)(1) above into the number of shares of Common Stock which results from dividing the Stated Value for such share by the conversion price for such share that is in effect at the time of conversion computed as provided herein (the "Conversion Price"). The initial Conversion Price for the Series A Preferred Stock shall be the Stated Value. The Conversion Price shall be subject to adjustment from time to time as provided in this Section 4.2(B)(VI).

3. Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Original Date of Issue of the Series A Preferred Stock effect a stock split or subdivision of the outstanding Common Stock, the Conversion Price for the Series A Preferred Stock in effect immediately before that subdivision shall be proportionately decreased, and, conversely, if the Corporation shall at any time or from time to time after the Original Date of Issue of the Series A Preferred Stock combine the outstanding shares of Common Stock into a smaller number of shares, the Conversion Price for the Series A Preferred Stock in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section 4.2(B)(VI)(3) shall become effective at the close of business on the date the stock split, subdivision or combination becomes effective.

4. Adjustment for Common Stock Dividends and Distributions. If the Corporation at any time or from time to time after the Original Date of Issue of the Series A Preferred Stock issues, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable solely in additional shares of Common Stock, in each such event the Conversion Price for the Series A Preferred Stock that is then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction (i) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (ii) the denominator of which is the sum of the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price shall be adjusted pursuant to this Section 4.2(B)(VI)(4) to reflect the actual payment of such dividend or distribution.

5. Adjustments for Other Dividends and Distributions. If the Corporation at any time or from time to time after the Original Date of Issue of the Series A Preferred Stock issues, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock or other property, in each such event provision shall be made so that the holders of the Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation or other property which they would have received had their Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities or other property receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 4.2(B)(VI) with respect to the rights of the holders of the Series A Preferred Stock or with respect to such other securities or other property by their terms. As used herein, the term "other property" does not include cash.

6. Adjustment for Reclassification, Exchange and Substitution. If at any time or from time to time after the Original Date of Issue of the Series A Preferred Stock, the Common Stock issuable upon the conversion of the Series A Preferred Stock is changed into the same or a different number of shares of any class or series of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 4.2(B)(VI)), then in any such event each holder of Series A Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the number of shares of Common Stock into which such shares of Series A Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

7. Reorganizations. If at any time or from time to time after the Original Date of Issue of the Series A Preferred Stock there is a capital reorganization of the Common Stock (other than a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 4.2(B)(VI)), as a part of such capital reorganization provision shall be made so that the holders of Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the company to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4.2(B)(VI) with respect to the rights of the holders of Series A Preferred Stock after such capital reorganization to the end that the provisions of this Section 4.2(B)(VI) (including adjustment of the Conversion Price then in effect and the number of shares issuable upon conversion of the Series A Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

8. Sale of Shares Below Conversion Price.

(a) if at any time or from time to time after the Original Date of Issue of the Series A Preferred Stock, the Corporation issues or sells, or is deemed by the provisions of clause (c) of this Section 4.2(B)(VI)(8) to have issued or sold, Additional Shares of Common Stock (as hereinafter defined), other than a subdivision or combination of shares of Common Stock or as a dividend or other distribution of Common Stock as provided for elsewhere in this Section 4.2(B)(VI), for an Effective Price (as hereinafter defined) less than the then effective Conversion Price for the Series A Preferred Stock, then and in each such case the then existing Conversion Price for the Series A Preferred Stock shall be reduced as of the close of business on the date of such issue or sale to a price equal to a fraction (A) the numerator of which shall be (1) the number of shares of Common Stock Equivalents Outstanding (as hereinafter defined) immediately preceding such issue or sale multiplied by the then existing applicable Conversion Price, plus (2) the Aggregate Consideration Received (as hereinafter defined) by the Corporation for the total number of Additional Shares of Common Stock so issued or sold, and (B) the denominator of which shall be (1) the number of shares of Common Stock Equivalents Outstanding immediately preceding such issue or sale plus (2) the number of Additional Shares of Common Stock so issued or sold.

(b) For the purpose of making any adjustment required under this Section 4.2(B)(VI)(8) and Section 4.2(B)(VI)(9):

(i) "Additional Shares of Common Stock" means all shares of Common Stock issued by the Corporation, whether or not subsequently reacquired or retired by the Corporation, other than Management Common Stock (as defined below) or Common Stock issued upon the exercise or conversion of Convertible Securities outstanding on the Original Date of Issue.

(ii) "Aggregate Consideration Received" by the Corporation for any issue or sale of securities shall (1) to the extent it consists of cash, be computed at the gross amount of cash received by the Corporation before deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale and without deduction of any expenses payable by the Corporation, (2) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors of the Corporation, and (3) if Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors of the Corporation to be allocable to such Additional Shares of Common Stock or Convertible Securities.

(iii) "Common Stock Equivalents Outstanding" means all shares of Common Stock that are outstanding plus all shares of Common Stock issuable upon conversion of Series A Preferred Stock or other Convertible Securities.

(iv) "Convertible Securities" means stock or

other securities (including options, warrants and other rights) of the Corporation convertible into shares of Common Stock.

(v) "Effective Price" of Additional Shares of Common Stock means the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Corporation under this Section 4.2(B)(VI)(8), into the Aggregate Consideration Received, or deemed to have been received by the Corporation for such issue under this Section 4.2(B)(VI)(8), for such Additional Shares of Common Stock.

(vi) "Management Common Stock" means all shares of Common Stock issued or sold, or deemed to have been issued or sold by the Corporation under this Section 4.2(B)(VI)(8), to employees, officers, directors, consultants or advisers of the Corporation or any of its subsidiaries pursuant to any stock purchase plan, stock option plan, stock bonus plan or other plan or agreement approved by the Board of Directors of the Corporation.

(c) For the purpose of making any adjustment to the Conversion Price of the Series A Preferred Stock required under this Section 4.2(B)(VI)(8), if the Corporation issues or sells any Convertible Securities and if the Effective Price of the shares of Common Stock issuable upon conversion of the Convertible Securities is less than the Conversion Price then in effect for the Series A Preferred Stock, the Corporation shall be deemed to have issued at the time of the issuance of such Convertible Securities that number of Additional Shares of Common Stock equal to the maximum number of shares of Common Stock issuable upon conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of such Convertible Securities, plus the minimum amounts of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion thereof; provided that:

(i) if the minimum amounts of such consideration cannot be ascertained, but are a function of antidilution or similar protective clauses, the Corporation shall be deemed to have received the minimum amounts of consideration without reference to such clauses;

(ii) if the minimum amount of consideration payable to the Corporation upon the conversion of Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price shall be recalculated using the figure to which such minimum amount of consideration is reduced;

(iii) if the minimum amount of consideration payable to the Corporation upon the conversion of Convertible Securities is subsequently increased, the Effective Price shall be again recalculated using the increased minimum amount of consideration payable to the Corporation upon the conversion of Convertible Securities; and

(iv) no further adjustment of the Conversion Price, adjusted or subject to adjustment upon the issuance of such Convertible Securities, shall be made as a result of the actual issuance of shares of Common Stock on the conversion of any such Convertible Securities. If the conversion privilege represented by any such Convertible Securities shall expire without having been exercised, the Conversion Price adjusted upon the issuance of such Convertible Securities shall be readjusted to the Conversion Price which would have been in effect had an adjustment been made on the basis that the only shares of Common Stock so issued were the shares of Common Stock, if any, actually issued or sold on the exercise of such rights of conversion of such Convertible Securities, and such shares of Common Stock, if any, were issued or sold for the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, provided that such readjustment shall not apply to prior conversions of Series A Preferred Stock.

9. Certificate of Adjustment. In each case of an adjustment or readjustment of any Conversion Price for the number of shares of Common Stock or other securities issuable upon conversion of the Series A Preferred Stock, the Corporation, at its own expense, shall cause its Chief Financial Officer to compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of the Series A Preferred Stock at the holder's address as shown in the Corporation's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based. No adjustment in the Conversion Price shall be required to be made unless it would result in an increase or decrease of at least one cent, but any adjustments not made because of this sentence shall be carried forward and taken into account in any subsequent adjustment otherwise required hereunder.

10. Notices of Record Date. Upon (a) the establishment 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 or other distribution, or (b) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any transfer of all or substantially all the assets of the Corporation to any other person or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Series A Preferred Stock at least twenty days prior to the record date specified therein a notice specifying (x) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (y) the date on which any such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (z) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.

11. Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional share to which the holder would otherwise be entitled, the Corporation shall pay cash equal to the product (rounded to the nearest cent) of such fraction multiplied by the Common Stock's per share fair market value as determined in good faith by the Board of Directors of the Corporation as of the date of conversion.

12. 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 the shares of the Series A 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 the Series A 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 the Series A Preferred Stock, the Corporation will 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 purpose.

13. Payment of Taxes. The Corporation will pay all transfer taxes or charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock, except for any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered.

14. No Impairment. The Corporation shall not amend its Amended and Restated Certificate of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against dilution or other impairment as provided herein.

VII. Headings of Subdivisions.

The headings of various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

VIII. Severability of Provisions.

If any right, preference or limitation of the Series A Preferred Stock set forth in this Section 4.2(B) (as such Section may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule or law or public policy, all other rights, preferences and limitations set forth in such Section, as amended, which

can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

IX. Notice to the Corporation.

All notices and other communications required or permitted to be given to the Corporation hereunder shall be made by certified first-class mail, postage prepaid, or by Federal Express or similar overnight mail service with signature required for receipt to the Corporation at its principal executive offices (currently located at the following address: MaxCyte, Inc., 9640 Medical Center Drive, Rockville, Maryland, 20850 Attention: President). Minor imperfections in any such notice shall not affect the validity thereof.

X. Limitations.

Except as may otherwise be required by law, the shares of Series A Preferred Stock shall not have any powers, preferences or relative, participating, optional or other special rights other than those specifically set forth in this Section 4.2(B) or otherwise in the Amended and Restated Certificate of Incorporation of the Corporation.

Section 4.3. Common Stock. Subject to all of the powers, rights and preferences of the holders of Preferred Stock provided by resolution or resolutions of the Board of Directors pursuant to this Article Four or by the DGCL, the holders of the shares of the Common Stock shall be entitled to one vote for each share so held with respect to all matters required or permitted to be voted on by the stockholders of the Corporation. Subject to the powers, rights and preferences of any other class of stock and to any limitations on dividends imposed by the DGCL, the holders of the Common Stock shall have the right to receive dividends as and when declared by the Board of Directors in its sole discretion.

ARTICLE FIVE

Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws of the Corporation (the "Bylaws") may provide. An annual meeting of the stockholders of the Corporation for the election of directors and for the transaction of such other business as may come before the meeting shall be held at such time and place as shall be determined in accordance with the Bylaws. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws.

ARTICLE SIX

The business, property and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Meetings of the Board of Directors may be held within or without the State of Delaware, as the Bylaws may provide. The number of directors constituting the Board of Directors shall be as specified in, or as determined pursuant to, the Bylaws.

ARTICLE SEVEN

A director of the Corporation shall, to the maximum extent permitted by the laws of the State of Delaware, have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article Seven by the stockholders of the Corporation shall not adversely affect any right or protection of any director of the Corporation existing at the time of such repeal or modification.

ARTICLE EIGHT

Section 8.1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact:

- (a) that he or she is or was a director or officer of the Corporation, or
- (b) that he or she, being at the time a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (collectively, "another enterprise" or "other enterprise"),

whether either in case (a) or in case (b) the basis of such proceeding is alleged action or inaction (x) in an official capacity as a director or officer of the Corporation, or as a director, trustee, officer, employee or agent of such other enterprise, or (y) in any other capacity related to the Corporation or such other enterprise while so serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL as the same exists or may hereafter be amended (but, in the case of any such amendment, with respect to actions taken prior to such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith if such person satisfied the applicable level of care to permit such indemnification under the DGCL. The persons indemnified by this Article Eight are hereinafter referred to as "indemnitees." Such indemnification as to such alleged action or inaction shall continue as to an indemnitee who has after such alleged action or inaction ceased to be a director or officer of the Corporation, or director, officer, employee or agent of another enterprise; and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The right to indemnification conferred in this Article Eight: (i) shall be a contract right; (ii) shall not be affected adversely as to any indemnitee by any amendment of this Amended and Restated Certificate of Incorporation with respect to any action or inaction occurring prior to such amendment; and (iii) shall, subject to any requirements imposed by law and the Bylaws, include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition.

Section 8.2. Relationship to Other Rights and Provisions Concerning Indemnification.

To the fullest extent permitted under applicable law, the rights to indemnification and to the advancement of expenses conferred in this Article Eight shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Amended and Restated Certificate of Incorporation, the Bylaws, or any agreement, or by vote of stockholders or disinterested directors or otherwise. The Bylaws may contain such other provisions concerning indemnification, including provisions specifying reasonable procedures relating to and conditions to the receipt by indemnitees of indemnification, provided that such provisions are not inconsistent with the provisions of this Article Eight.

Section 8.3. Agents and Employees.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any employee or agent of the Corporation (or any person serving at the Corporation's request as a director, trustee, officer, employee or agent of another enterprise) or to a person who is or was a director, officer, employee or agent of any of the Corporation's affiliates, predecessor or subsidiary corporations or of a constituent corporation absorbed by the Corporation in a consolidation or merger or who is or was serving at the request of such affiliate, predecessor or subsidiary corporation or of such constituent corporation as a director, officer, employee or agent of another enterprise, in each case as determined by the Board of Directors to the fullest extent of the provisions of this Article Eight in cases of the indemnification and advancement of expenses of directors and officers of the Corporation, or to any lesser extent (or greater extent, if permitted by law) determined by the Board of Directors.

ARTICLE NINE

The books of the Corporation may be kept (subject to applicable laws) 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.

ARTICLE TEN

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this 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 this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the DGCL order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this 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 this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this 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 this Corporation, as the case may be, and also on this Corporation.

ARTICLE ELEVEN

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the power, in addition to the stockholders, to adopt, amend, alter, change or repeal the Bylaws.

ARTICLE TWELVE

Section 12.1. General Right to Amend. The Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

Section 12.2. Abandonment of Proposed Amendment. By a vote of the majority of the Board of Directors then in office, the Board may adopt a resolution providing that at any time prior to the filing of any such amendment with the Secretary of State, notwithstanding authorization of the proposed amendment by the stockholders, the Board of Directors may abandon such proposed amendment without further action by the stockholders.

ARTICLE THIRTEEN

The Corporation shall have perpetual existence.

* * *

FOURTH: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said Corporation in accordance with Section 228 of the DGCL.

FIFTH: That said amendment and restatement was duly adopted in accordance with the provisions of Section 242 and 245 of the DGCL.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by the President of the Corporation on this 1 day of October, 2001.

THERAMED, INC.

By: 

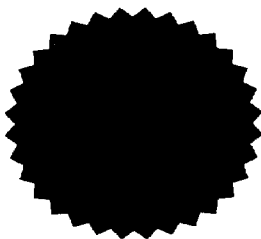
Douglas A. Doerfler
President

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THERAMED, INC.", CHANGING ITS NAME FROM "THERAMED, INC." TO "MAXCYTE, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 1 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1749722

2927945 8100

020257163

DATE: 04-30-02

RECORDED: 05/16/2003

PATENT
REEL: 014066 FRAME: 0405