

<b>PATENT ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT6034584

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
ALFACELL CORPORATION	04/27/2010
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	TAMIR BIOTECHNOLOGY, INC.
<b>Street Address:</b>	51 JFK PARKWAY
<b>Internal Address:</b>	SUITE 108
<b>City:</b>	SHORT HILLS
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	07078
<b>PROPERTY NUMBERS Total: 9</b>	
<b>Property Type</b>	<b>Number</b>
Patent Number:	7442535
Patent Number:	7442536
Patent Number:	7473542
Patent Number:	7556951
Patent Number:	7763449
Patent Number:	7556952
Patent Number:	7585654
Patent Number:	7585655
Patent Number:	7556953
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(202)842-7899
<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>Email:</b>	zariyibi@cooley.com
<b>Correspondent Name:</b>	FRASER D. BROWN
<b>Address Line 1:</b>	1299 PENNSYLVANIA AVENUE, N.W.
<b>Address Line 2:</b>	SUITE 700
<b>Address Line 4:</b>	WASHINGTON, D.C. 20004
<b>ATTORNEY DOCKET NUMBER:</b>	TAMI-010 FAMILY

<b>NAME OF SUBMITTER:</b>	FRASER D. BROWN
<b>SIGNATURE:</b>	/FRASER D. BROWN/
<b>DATE SIGNED:</b>	03/27/2020

**Total Attachments: 44**

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# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TAMIR BIOTECHNOLOGY, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1981, AT 10 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1994, AT 3 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTH DAY OF JANUARY, A.D. 1998, AT 4:30 O`CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE SECOND DAY OF SEPTEMBER, A.D. 2003, AT 4:32 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF JANUARY, A.D. 2004, AT 5:40 O`CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FOURTH DAY OF FEBRUARY, A.D. 2004, AT 10:46 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

921012 8100H  
SR# 20201196943

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

Authentication: 202405744  
Date: 02-18-20

**PATENT**  
**REEL: 052251 FRAME: 0291**

# Delaware

The First State

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*CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ALFACELL CORPORATION" TO "TAMIR BIOTECHNOLOGY, INC.", FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2010, AT 5:02 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF DECEMBER, A.D. 2012, AT 3:15 O`CLOCK P.M.*

*CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF SEPTEMBER, A.D. 2013, AT 4:23 O`CLOCK P.M.*

*CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF JANUARY, A.D. 2014, AT 3:23 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SECOND DAY OF MAY, A.D. 2014, AT 1:11 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "TAMIR BIOTECHNOLOGY, INC.".*



  
Jeffrey W. Bullock, Secretary of State

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SR# 20201196943

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

Authentication: 202405744  
Date: 02-18-20

**PATENT**  
**REEL: 052251 FRAME: 0292**

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CERTIFICATE OF INCORPORATION-

OF

ALFACELL CORPORATION

*Alan C. Keating*  
SECRETARY OF STATE

THE UNDERSIGNED, of the age of 21 years or over, in order to form a corporation pursuant to the provisions of the Delaware Business Corporation Act, hereby certify as follows:

FIRST: The name of the Corporation is ALFACELL CORPORATION.

SECOND: THE address of its registered office in the State of Delaware is 100 West Tenth Street, in the City of Wilmington, Count of New Castle. The name of its registered agent at such address is The Corporate Trust Company.

THIRD: The nature of the business and the purpose to be conducted and promoted by the Corporation which shall be in addition to the authority of the Corporation to conduct any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the Delaware Business Corporation Act are as follows:

- (a) To establish and conduct a bio-chemical research and production business and to perform all functions relating to research, development and marketing of various biomedical agents; research in anti-tumor agents and collections and processing of biological products; marketing of bioproducts from rabbit, borine, sheep, swine and chicken sources; these bioproducts include whole blood, sera, plasma, blood cells, organs, tissues and glands.

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- (b) to use its research staff and facility to begin producing immunochemicals, including: animal antistera to various standard antigens, purified protein antigens, custom immune sera and purified immune gamma globulin.
- (c) to design and install a fully equipped radio labelling research laboratory and production unit, the facility will offer a custom radio labelling service for immune chemicals and cells, and may develop a market for radioimmune assay kits.
- (d) to produce monoclonal antibody production for the production and/or purification of alpha and gamma human interferons, to use such technology to make specific immunoabsorbant columns to purify the interferon which the company produces, to market and sell these purified interferons in the medical field; to use hybridoma technology in research to produce human tumor specific antibodies;
- (e) to employ and utilize a fully computerized data collection system which can retrieve information at any period during the experiments, the system will minimize human error and provide each client with computerized information.
- (f) To purchase or otherwise acquire, all or any part of the business, property and assets of any kind, of any entity, and to pay therefor, in whole or in part with cash or other property, or with securities of

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the corporation or otherwise, and to assume all or any part of the liabilities of any such entity; to hold, maintain or operate, or to dispose of the whole or any part of the business, good will, property and assets so acquired and to exercise all powers advantageous or necessary to the successful conduct of any such business.

- (g) To purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of stock of, or any bonds or other securities created by any other corporation or corporations organized under the laws of any state, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.
- (h) To borrow monies for any of the purposes of the corporation without limit as to the amount and to make, execute and deliver promissory notes and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof by mortgage or pledge of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

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- (i) To execute guarantees and other undertakings and agreements assuming the obligations or liabilities of any other corporation, person, firm or association, and to mortgage and pledge its property and assets as security therefor, whether in its ordinary course of business, or as an accomodation, or otherwise.
- (j) To purchase, hold, sell, assign, pledge and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital stock, except as otherwise permitted by law; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.
- (k) To conduct its business and operations, purchase, have or acquire one or more offices or other properties, enter into, make and perform contracts or agreements of any kind, and act through agents, representatives or employees, without restriction or limit as to number, in any of the states or other jurisdictions of the United States, and in any and all foreign countries, colonies and territories, subject to applicable law, and without limit as to amount, to purchase, lease or otherwise acquire and dispose of real and personal property and interests

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in any of the United States and in any and all foreign countries, subject to applicable law.

(l) In general to carry on any other similar business in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of Delaware upon corporations formed under the Delaware Business Corporation Act.

(m) To have and exercise all powers necessary, advisable or convenient for the conduct of the business of the corporation, and to effect any and all of the purposes for which the corporation is formed and to exercise all implied powers and rights in the conduct of the business which the corporation may possess.

The foregoing provisions of this THIRD Article shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be deemed to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall not, except when otherwise provided in this Article THIRD, be in any way limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of this Certificate of Incorporation provided that the corporation shall not conduct any business, promote any purpose, or exercise any power or privilege within or without the State of Delaware which, under the laws thereof, the corporation may not lawfully conduct, promote or exercise.

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FOURTH: The corporation is authorized to issue 15 million shares of common stock, \$.001 par value.

FIFTH: The initial board of directors shall consist 3 members which number may be amended by the By-Laws, and the names and addresses of the persons who are to serve as such directors are as follows:

SIXTH: The names and address of Incorporators of the corporation are as follows:

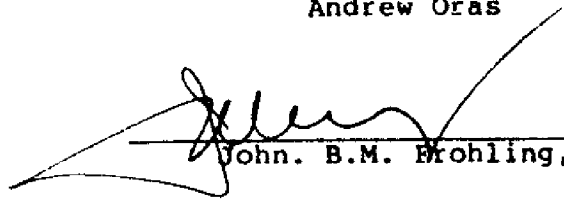
<u>Name</u>	<u>Mailing Address</u>
1. Mr. Andrew Oras	110 West Tenth Street Wilmington, Delaware 19801
2. John B. M. Frohling	110 West Tenth Street Wilmington, Delaware 19801

SEVENTH: The directors and officers of the Corporation shall be indemnified by the corporation against reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding in which such director or officer or his legal representative is a party by reason of his being or having been such officer or director. The indemnification herein provided for shall be subject to such conditions, limitations and restrictions as may be imposed thereon by law from time to time, and shall be in addition to and not in restriction or limitation of any other privilege or power which the corporation may otherwise have with respect to the indemnification or reimbursement of directors or officers.

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IN WITNESS WHEREOF, the undersigned have signed this  
Certificate of Incorporation this 12th. day of June , 1981.

  
\_\_\_\_\_  
Andrew Oras

  
\_\_\_\_\_  
John. B.M. Frohling, Esq.

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**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**ALFACELL CORPORATION**

\* \* \* \* \*

Alfacell Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said Corporation, at a meeting of its members, adopted resolutions proposing and declaring advisable the following amendments to the Certificate of Incorporation of said Corporation:

**RESOLVED,** that Article 4 of the Certificate of Incorporation be amended as set forth below:

"4: The total number of shares of capital stock which the Corporation shall have authority to issue is twenty-six million (26,000,000) shares, of which twenty-five million (25,000,000) shares shall be Common Stock, par value \$.001 per share, and one million (1,000,000) shares shall be Preferred Stock, par value \$.001 per share".

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to provide, by resolution or resolutions duly adopted by it prior to issuance, for the creation of each such series and to fix the definition and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determining the following:

(a) the designation of such series, the number of shares to constitute such series and the stated value thereof if different from the par value thereof;

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(b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;

(c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock;

(d) whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(e) the amount or amounts payable on shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporation purposes and the terms and provisions relating to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(h) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of Preferred Stock or of any other class; and


(i) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions, thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative.

**SECOND:** That at the Annual Meeting of Stockholders of the Corporation, the holders of a majority of the outstanding stock entitled to vote thereon voted in favor of said amendments in accordance with the provisions of Section 216 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 216 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** Alfacell Corporation has caused this certificate to be signed by Kuslima Shogen, its President and attested to by Alan Bell, Secretary of the Corporation, this 18 day of February, 1994.

By:   
KUSLIMA SHOGEN, President

ATTEST:

By:   
Alan Bell, Secretary

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ALFACELL CORPORATION**

\* \* \* \* \*

Alfacell Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said Corporation, at a meeting of its members, adopted resolutions proposing and declaring advisable the following amendments to the Certificate of Incorporation of said Corporation:

**RESOLVED,** that the first sentence of Article 4 of the Certificate of Incorporation be amended to read in its entirety as set forth below:

"4. Number of Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is forty-one million (41,000,000) shares, of which forty million (40,000,000) shares shall be Common Stock, par value \$.001 per share, and one million (1,000,000) shares shall be Preferred Stock, par value \$.001 per share".

**SECOND:** That the remainder of Article 4 of the Certificate of Incorporation of said Corporation shall remain unchanged.

**THIRD:** That at the Annual Meeting of Stockholders of the Corporation, the holders of a majority of the outstanding stock entitled to vote thereon voted in favor of said amendments in accordance with the provisions of Section 216 and 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 216 of the General Corporation Law of the State of Delaware.


McInerney/Alfacell/General/  
Amendment-Cert. of Incorp. 12/19



IN WITNESS WHEREOF, Alfacell Corporation has caused this certificate to be signed by Kuslima Shogen, its Chairman and Chief Executive Officer and attested to by Gail Fraser, Secretary of the Corporation, this 20<sup>th</sup> of December 1997.

By:   
KUSLIMA SHOGEN, Chairman  
and Chief Executive Officer

ATTEST:

By:   
Gail Fraser, Secretary

**ALFACELL CORPORATION**

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**CERTIFICATE OF DESIGNATIONS**

**FOR**

**SERIES A PREFERRED STOCK  
(PURSUANT TO SECTION 151(g) OF THE GENERAL CORPORATION LAW OF THE  
STATE OF DELAWARE)**

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The undersigned, being the Chief Executive Officer of Alfacell Corporation (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law, in accordance with the provisions of the Delaware General Corporation Law does hereby certify that:

The Certificate of Incorporation, as amended (the "Certificate of Incorporation") of the Corporation authorizes the issuance of 1,000,000 shares of preferred stock, \$0.001 par value per share (the "Preferred Stock"), in one or more series, and further authorizes the Board of Directors of the Corporation (the "Board of Directors") to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by the Certificate of Incorporation and to determine with respect to each such series, the voting powers, full or limited, if any, and the designations, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions appertaining thereto.

Pursuant to the authority vested in the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, the Board of Directors as of September 2, 2003, in accordance with the Delaware General Corporation Law, Section 151, duly adopted the following resolution establishing a series of 200,000 shares of the Corporation's Preferred Stock, to be designated as its Series A Preferred Stock:

**RESOLVED**, that pursuant to the authority vested in the Board of Directors by Article 4 of the Corporation's Certificate of Incorporation, the Board of Directors hereby authorizes the issuance of up to 200,000 shares of Series A Preferred Stock, par value \$0.001 per share and hereby fixes the powers, designations, preferences and relative, participating, optional and other rights, and the qualifications, limitations and restrictions thereof, of such series of shares as follows:

**SERIES A PREFERRED STOCK**

Section 1. Designation; Number of Shares. The shares of such series shall be designated as "Series A Preferred Stock" (the "Series A Preferred Stock"), and the number of shares constituting the Series A Preferred Stock shall be 200,000. Such number of shares may be

decreased by resolution of the Board of Directors adopted and filed pursuant to the Delaware General Corporation Law, Section 151, or any successor provision; provided, that no such decrease shall reduce the number of authorized shares of Series A Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, warrants, convertible or exchangeable securities or other rights to acquire shares of Series A Preferred Stock.

Section 2. Stated Capital. The amount to be represented in the stated capital of the Corporation for each share of Series A Preferred Stock shall be \$0.001.

Section 3. Rank. The Series A Preferred Stock shall rank *pari passu* to all of the Corporation's Common Stock, par value \$0.001 per share (the "Common Stock"), now outstanding or hereafter issued, both as to payment of dividends and as to distributions of assets upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary; provided, however, the Series A Preferred Stock shall rank junior to any class or series of Preferred Stock hereafter created, authorized and issued with rights, powers, privileges and preferences senior to the Series A Preferred Stock and shall rank on parity with any class or series of Preferred Stock hereafter created, authorized and issued with rights, powers and preferences equal to the Series A Preferred Stock.

Section 4. Dividends. If the Corporation shall fix a record date for the making of any dividend or distribution to holders of Common Stock, the holder of each share of Series A Preferred Stock on such record date shall be entitled to receive a dividend or distribution equal to the product of a) one hundred (100), multiplied by b) the dividend or distribution to be received by each share of Common Stock. Holders of shares of Series A Preferred Stock shall not be entitled to any additional or duplicate dividends, whether payable in cash, property or stock, in excess of dividends on the Series A Preferred Stock provided for in this paragraph 4.

Section 5. Voting Rights. (a) Except as otherwise provided in Section 5(b) or as required by law, each holder of Series A Preferred Stock shall be entitled to vote on all matters and shall be entitled to one hundred (100)-votes-per-share, at any annual or special meeting of shareholders of the Corporation at which the holders of Common Stock are entitled to vote or pursuant to any written consent of the holders of Common Stock. Except as otherwise expressly provided herein or as required by law, the holders of shares of Series A Preferred Stock, the holders of shares of Common Stock and the holders of any other class or series of shares entitled to vote with the Common Stock shall vote together as one class on all matters submitted to a vote of the stockholders of the Corporation. Any shares of Series A Preferred Stock held by the Corporation shall not have voting rights hereunder and shall not be counted in determining the presence of a quorum.

(b) For so long as shares of the Series A Preferred Stock remain outstanding, in addition to any other vote or consent required herein by law, the vote or written consent of the holders of at least fifty-one (51%) percent of the outstanding Series A Preferred Stock shall be necessary for effecting or validating any alteration or change in the voting or other powers, preferences of other special rights or privileges, or restrictions of the Series A Preferred Stock.

Section 6. Status of Series A Preferred Stock Upon Retirement. Shares of Series A Preferred Stock, which are acquired by the Corporation, shall be retired pursuant to the Delaware General Corporation Law, Section 243, or any successor provision, and thereupon shall return to the status of authorized and unissued shares of Preferred Stock of the Corporation without designation as to series. Upon the acquisition by the Corporation of all outstanding shares of Series A Preferred Stock, all provisions of this Certificate of Designations shall cease to be of further effect. Upon the occurrence of such event, the Board of Directors of the Corporation shall have the power, pursuant to the Delaware General Corporation Law, Section 151(g), or any successor provision and without shareholder action, to cause this Certificate of Designations to be eliminated from the Corporation's Articles of Incorporation.

**IN WITNESS WHEREOF**, Alfacell Corporation has caused this certificate to be signed by Kuslima Shogen, its Chief Executive Officer, this 2nd day of September, 2003.

By: /s/ Kuslima Shogen  
Name: Kuslima Shogen  
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ALFACELL CORPORATION**

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Alfacell Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said Corporation, at a meeting of its members, adopted resolutions proposing and declaring advisable the following amendments to the Certificate of Incorporation of said Corporation:

**RESOLVED,** that the first sentence of Article 4 of the Company's Certificate of Incorporation, which sets forth the Company's presently authorized capital stock, be amended to read in its entirety as follows:


"4. Number of Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is 101,000,000 shares, of which 100,000,000 shares shall be Common Stock, par value \$.001 per share, and 1,000,000 shares shall be Preferred Stock, par value \$.001 per share."

**SECOND:** That the remainder of Article 4 of the Certificate of Incorporation of said Corporation shall remain unchanged.

**THIRD:** That at the Annual Meeting of Stockholders of the Corporation held on January 14, 2004, the holders of a majority of the outstanding stock entitled to vote thereon voted in favor of said amendments in accordance with the provisions of Section 216 and 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 216 and 242 of the General Corporation Law of the State of Delaware.

I, Kuslima Shogen, Chairman and Chief Executive Officer of the Corporation, for the purpose of amending the Corporation's Certificate of Incorporation pursuant to the Delaware General Corporation Law, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation this 11<sup>th</sup> day of January, 2004.

  
By: Kuslima Shogen  
Title: Chairman and Chief Executive Officer

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Received 10:45 AM 02/04/2004  
 201012/0921012/FILE  
 M N P  
 BY Robin Mendes

State of Delaware - Division of Corporations  
 DOCUMENT FILING SHEET

FAX

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Priority 1 (One hr)	Priority 2 (Two Hr.)	Priority 3 (Same Day)	Priority 4 (24 Hour)	Priority 5 (Must Approval)	Priority 6 (Reg. Approval)	Priority 7 (Reg. Work)

DATE SUBMITTED 2-4-04  
 REQUESTOR NAME Corporation Service Company FILE DATE 2-4-04  
 ADDRESS 2711 Centerville Road, Suite 400 FILE TIME \_\_\_\_\_  
Wilmington, DE 19808  
 ATTN. Mary Ann Brzoska Ext. 3378  
 PHONE 302-636-5401

NAME of COMPANY/ENTITY Alfacell Corporation

040076011 SRV NUMBER  
0921012 FILE NUMBER  
9000014 FILER'S NUMBER  
 RESERVATION NO. \_\_\_\_\_  
 TYPE OF DOCUMENT Elimination DOCUMENT CODE 151  
 CHANGE of NAME \_\_\_\_\_ CHANGE of AGENT/OFFICE \_\_\_\_\_ CHANGE OF STOCK \_\_\_\_\_

CORPORATIONS		
FRANCHISE TAX	YEAR _____	\$ _____
FILING FEE TAX		\$ _____
RECEIVING & INDEXING		\$ _____
CERTIFIED COPIES	NO. <u>1</u>	\$ _____
SPECIAL SERVICES		\$ _____
KENT COUNTY RECORDER		\$ _____
NEW CASTLE COUNTY RECORDER		\$ _____
SUSSEX COUNTY RECORDER		\$ _____
TOTAL \$		_____

METHOD of RETURN
<input type="checkbox"/> MESSENGER/PICKUP
<input type="checkbox"/> FED. EXPRESS Acct.# _____
<input type="checkbox"/> REGULAR MAIL
<input type="checkbox"/> FAX No. _____
<input type="checkbox"/> OTHER _____

COMMENTS/FILING INSTRUCTIONS

CREDIT CARD CHARGES
You have my authorization to charge my credit card for this service:
_____ Exp. Date _____
Signature _____ Printed Name _____

AGENT USE ONLY

INSTRUCTIONS
1. Fully shade in the required Priority square using a dark pencil or marker, staying within the square.
2. Each request must be submitted as a separate item, with its own Filing sheet as the FIRST PAGE.

**CERTIFICATE OF ELIMINATION**  
**ELIMINATING CLASS OF SERIES A PREFERRED STOCK**  
**OF**  
**ALFACELL CORPORATION**

(Pursuant to Section 151 of the Delaware General Corporation Law)


The undersigned, being the President and Chief Executive Officer of Alfacell Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies, pursuant to Section 151 of the DGCL, that:

1. The name of the corporation is Alfacell Corporation (the "Company").
2. On September 2, 2003, the Company filed a Certificate of Designation creating a class of capital stock designated as Series A Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock"), and authorized the issuance of two hundred thousand (200,000) shares of such class.
3. No shares of the Series A Preferred Stock are outstanding and none will be issued pursuant to the Certificate of Designation listed in paragraph two (2) above.
4. Pursuant to the authorization and direction of the Board of Directors of the Company, adopted by the resolution set forth below, the Company hereby eliminates the Class of Series A Preferred Stock.
5. The following is the resolution of the Company's Board of Directors eliminating such class of preferred stock:

**RESOLVED**, that pursuant to Section 151 of the Delaware General Corporation Law, there currently being no outstanding shares of the Company's Series A Preferred Stock and that no shares will be issued subject to the Certificate of Designation setting forth the relative rights and preferences of the shares of such series which was previously filed with the Delaware Secretary of State on September 2, 2003, the officers of the Company be and are hereby authorized to file with the Delaware Secretary of State a Certificate of Elimination reciting this resolution and such Certificate will have the effect of eliminating from the Company's Certificate of Incorporation, as amended, all matters set forth in the Series A Preferred Stock Certificate of Designation.

**IN WITNESS WHEREOF**, this Certificate of Elimination is executed on behalf of the Company by its President and Chief Executive Officer this 3rd day of February, 2004.

ALFACELL CORPORATION

By:   
Kuslima Shogen  
Chairman and Chief Executive Officer



**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**ALFACELL CORPORATION**

\* \* \* \* \*

Alfacell Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, at a meeting of its members, adopted resolutions proposing and declaring advisable the following amendments to the Certificate of Incorporation of said Corporation:

RESOLVED, that Article 1 of the Certificate of Incorporation be amended to read in its entirety as set forth below"

"FIRST: The name of the Corporation is TAMIR BIOTECHNOLOGY, INC."

RESOLVED, that the first sentence of Article 4 of the Certificate of Incorporation be amended to read in its entirety as set forth below:

"4. Number of Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is 251,000,000 shares, of which 250,000,000 shares shall be Common Stock, par value \$.001 per share, and 1,000,000 shares shall be Preferred Stock, par value \$.001 per share."

SECOND: That the remainder of the Certificate of Incorporation of said Corporation shall remain unchanged.

THIRD: That at the Annual Meeting of Stockholders of the Corporation held on April 27, 2010, the holders of a majority of the outstanding stock entitled to vote thereon voted in favor of said amendments in accordance with the provisions of Section 216 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 216 of the General Corporation Law of the State of Delaware.

I, Charles Muniz, President, Chief Executive Officer and Chief Financial Officers of the Corporation, for the purpose of amending the Corporation's Certificate of Incorporation pursuant to the Delaware General Corporation Law, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation this 27<sup>th</sup> day of April, 2010.

**ALFACELL CORPORATION**

By: /s/Charles Muniz  
Charles Muniz  
President, Chief Executive Officer and  
Chief Financial Officer

CERTIFICATE OF THE DESIGNATIONS, POWERS,  
PREFERENCES AND RIGHTS  
OF THE  
SERIES A CONVERTIBLE PREFERRED STOCK  
(par value \$.001 per share)

of

TAMIR BIOTECHNOLOGY, INC.  
a Delaware Corporation

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Pursuant to Section 151 of the  
General Corporation Law of the State of Delaware

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The undersigned DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors (the "Board of Directors") of Tamir Biotechnology, Inc., a Delaware corporation (the "Corporation").

**RESOLVED**, that one series of a class of authorized preferred stock, \$.001 par value, of the Corporation is hereby created and that the designations, powers, preferences and relative, participating, optional or other special rights of the shares of such series, and qualifications, limitations or restrictions thereof, are hereby fixed as follows (this instrument hereinafter referred to as the "Designation"):

1. Number of Shares and Designations. 10,000 shares of the preferred stock, \$.001 par value, of the Corporation are hereby constituted as a series of preferred stock of the Corporation designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock").

2. Dividend Provisions. Subject to the rights of any other series of Preferred Stock that may from time to time come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, ratably with any declaration or payment of any dividend with holders of the Corporation's common stock, \$.001 par value per share ("Common Stock"), or other junior securities of the Corporation, when, as and if declared by the Board of Directors, based on the number of shares of Common Stock into which each share of Series A Preferred Stock is then convertible.

3. Rank. The Series A Preferred Stock shall rank: (i) prior to all of the Corporation's Common Stock; (iii) prior to any class or series of capital stock of the Corporation hereafter created not specifically ranking by its terms senior to or on parity with the Series A Preferred Stock ("Junior Securities"); and (iv) on parity with any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with the Series A Preferred Stock (the "Parity Securities"), in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation.

4. Liquidation Preference.

(a) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("Liquidation"), the holders of record of the shares of the Series A Preferred Stock shall be entitled to receive, immediately after any distributions to Senior Securities required by the Corporation's Certificate of Incorporation and any certificate(s) of designation, powers, preferences and rights, and before and in preference to any distribution or payment of assets of the Corporation or the proceeds thereof may be made or set apart for the holders of Junior Securities or Common Stock, an amount in cash equal to \$.001 per share (subject to adjustment in the event of stock splits, combinations or similar events). If, upon such Liquidation, the assets of the Corporation available for distribution to the holders of Series A Preferred Stock and any Parity Securities shall be insufficient to permit payment in full to the holders of the Series A Preferred Stock and Parity Securities, then the entire assets and funds of the Corporation legally available for distribution to such holders and the holders of the Parity Securities then outstanding shall be distributed ratably among the holders of the Series A Preferred Stock and Parity Securities based upon the proportion the total amount distributable on each share upon liquidation bears to the aggregate amount available for distribution on all shares of the Series A Preferred Stock and of such Parity Securities, if any.

(b) Upon the completion of the distributions required by Section 4(a), if assets remain in the Corporation, they shall be distributed to holders of Common Stock and Junior Securities in accordance with the Corporation's Certificate of Incorporation and any certificate(s) of designation, powers, preferences and rights.

(c) Neither the consolidation nor merger of the Corporation into or with another corporation or corporations, nor the merger or consolidation of another corporation or corporations with or into the Corporation, nor a reorganization of the Corporation, nor the purchase or redemption of all or part of the outstanding shares of any class or series of capital stock of the Corporation, nor a sale or transfer of the property and business of the Corporation as, or substantially as, an entirety, shall be deemed a liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, within the meaning of this Section 4.

5. Redemption. The Series A Preferred Stock is not redeemable.

6. Conversion.

(a) From and after the Conversion Date (as defined in Section 6(b)), each share of Series A Preferred Stock shall automatically, without any further action of the holders thereof or the Corporation being required, be converted (the "Conversion") into and be deemed and treated for all purposes to represent ownership of that number of fully paid and nonassessable shares of Common Stock equal to the product of (i) one (1), and (ii) the conversion rate in effect at the time of Conversion, determined as hereinafter provided (the "Conversion Rate"). The Conversion Rate shall initially be 17,718.52 and shall be subject to adjustment from time to time as set forth below.

(b) For the purposes hereof, "Conversion Date" means the close of business on the date that the Corporation files with the Secretary of State of the State of Delaware an amendment to the Corporation's Certificate of Incorporation increasing the authorized number of shares of Common Stock and/or effecting a reverse stock split of the Common Stock so that the Corporation has a sufficient number of authorized and unissued shares of Common Stock so as to permit the conversion of all outstanding shares of the Series A Preferred Stock and the conversion or exercise, as applicable, of all other outstanding shares of the Corporation's preferred stock, stock options, warrants, convertible debt and all other convertible securities of the Corporation.

(c) After the Conversion Date, each certificate representing Series A Preferred Stock (i) shall automatically represent the number of shares of Common Stock into which such Series A Preferred Stock has been converted pursuant to the provisions of Section 6(a) and (ii) at the option of the holder thereof, may be surrendered for exchange for a certificate or certificates for that number of shares of Common Stock into which such Series A Preferred Stock has been converted pursuant to the provisions of Section 6(a). Each certificate for Series A Preferred Stock so surrendered shall be accompanied by written notice to the Corporation stating the name or names (with addresses) in which the certificate or certificates for Common Stock issuable pursuant to such exchange shall be issued and shall, unless the Common Stock issuable on exchange are to be issued in the same name as the registration of such certificate, be duly endorsed by, or be accompanied by stock powers, duly endorsed for transfer in form satisfactory to the Corporation duly executed by the holder. The Corporation shall pay any and all transfer taxes that may be payable in respect of the issuance or delivery of Common Stock on exchange of Series A Preferred Stock pursuant to this Section 6. The Corporation shall not, however, be required to pay any tax that may be payable in respect of any transfer involved in the issue and delivery of Common Stock in a name other than that in which the shares of Series A Preferred Stock so exchanged were registered.

(d) As soon as practicable after the receipt of certificates for Series A Preferred Stock surrendered for exchange accompanied by the notice required by Section 6(c) hereof (and stock powers duly endorsed for transfer as provided in such Section 6(c)), the Corporation shall issue and shall deliver at the transfer agent, or at the principal executive offices of the Corporation if no transfer agent exists, to the holder of such Series A Preferred Stock, or to such other person or persons as may be named in the required notice, a certificate or certificates for the full number of whole shares of Common Stock to which the holder is entitled. If the shares of Common Stock issuable on exchange are not to be issued in the same name as the registration of the certificate for Series A Preferred Stock surrendered for exchange, the person or persons in whose name or names any certificate or certificates for Common Stock shall be issuable upon such exchange shall not be deemed to have become the holder or holders of record of the Common Stock represented thereby until the date on which the transfer agent, or if no such transfer agent exists, the Corporation, shall have received such certificates for Series A Preferred Stock and the aforesaid notice.

(e) (i) In case of any reorganization, reclassification or change of the Common Stock (including any such reorganization, reclassification or change in connection with a consolidation or merger in which the Corporation is the continuing entity), or any consolidation

of the Corporation with, or merger of the Corporation with or into, any other entity (other than a consolidation or merger in which the Corporation is the continuing entity), or of any sale of the properties and assets of the Corporation as, or substantially as, an entirety to any other person or entity, prior to the Conversion Date, each share of Series A Preferred Stock then outstanding shall thereafter be convertible into the kind and amount of stock or other securities or property receivable upon such reorganization, reclassification, change, consolidation, merger or sale by a holder of the number of shares of Common Stock into which such shares of Series A Preferred Stock would have been converted had the Conversion Date occurred immediately prior to such reorganization, reclassification, change, consolidation, merger or sale. The provisions of this Section 6(e) shall similarly apply to successive reorganizations, reclassifications, changes, consolidations, mergers or sales immediately prior to such reorganization, reclassification, change, consolidation, merger or sale.

(ii) In case the Corporation shall, prior to the Conversion Date, (a) issue Common Stock as a dividend or distribution on all shares of Common Stock of the Corporation, (b) split or otherwise subdivide its outstanding Common Stock, (c) combine the outstanding Common Stock into a smaller number of shares, or (d) issue by reclassification of its Common Stock (except in the case of a merger, consolidation or sale of all or substantially all of the assets of the Corporation any shares of the capital stock of the Corporation), the Conversion Rate in effect on the record date for any stock dividend or the effective date of any such other event shall be appropriately adjusted (as determined by the Board of Directors) so that the holder of each share of the Series A Preferred Stock shall thereafter be entitled to receive, upon the conversion of such share, the number of shares of Common Stock or other capital stock which it would own or be entitled to receive immediately after the happening of any of the events mentioned above had such share of the Series A Preferred Stock been converted immediately prior to the close of business on such record date or effective date. The adjustments herein provided shall become effective immediately following the record date for any such stock dividend or the effective date of any such other events. There shall be no adjustment in the Conversion Rate in the event that the Corporation pays a cash dividend.

(f) No fractional Common Stock or scrip representing fractional Common Stock shall be issued upon the conversion of Series A Preferred Stock. If any such conversion would otherwise require the issuance of a fractional share of Common Stock, then the Corporation shall pay in lieu of issuing any fractional share an amount in cash equal to the same fraction of the Market Value (as defined below) of one share of Common Stock on the day of Conversion. For the purposes of any computation under this Section 6(f), the "Market Value" per share of Common Stock on any date shall be deemed to be the average of the daily closing prices for the 10 consecutive business days prior to the day in question. The closing price for each day shall be the last sales price or in case no sale takes place on such day, the average of the closing high bid and low asked prices, in either case (a) as officially quoted by the NASD over the counter bulletin board or such other market on which the Common Stock is then listed for trading, or (b) if, in the reasonable judgment of the Board of Directors of the Corporation, the NASD over-the-counter bulletin board is no longer the principal United States market for the Common Stock, then as quoted on the principal United States market for the Common Stock, as determined by the Board of Directors of the Corporation, or (c) if, in the reasonable judgment of

the Board of Directors of the Corporation, there exists no principal United States market for the Common Stock, then as reasonably determined by the Board of Directors of the Corporation.

(g) No shares of Series A Preferred Stock which have been converted to Common Stock shall be reissued by the Corporation; provided, however, that any such share, upon being converted and canceled, shall be restored to the status of an authorized but unissued share of preferred stock without designation as to series, rights or preferences and may thereafter be issued as a share of preferred stock not designated as Series A Preferred Stock.

7. Restrictions on Certain Actions Affecting Series A Preferred Stock. So long as any Series A Preferred Stock is outstanding, the Corporation will not amend, alter or repeal any of the provisions of its Certificate of Incorporation so as to authorize the issuance of any new series of preferred stock ranking senior to, or on parity with, the Series A Preferred Stock or to adversely affect the rights, powers or preferences of the Series A Preferred Stock without the consent of the holders of at least a majority of the total number of shares of outstanding shares of Series A Preferred Stock whose powers, preferences or special rights would be altered in a substantially similar manner, voting together as a single class, given in person or by proxy.

8. Voting Rights.

(a) Except as otherwise provided herein, or as required by the Delaware General Corporation Law, the holders of shares of Series A Preferred Stock shall have the right to vote, together with the holders of all the outstanding shares of capital stock of the Corporation as a single class, and not as a separate class, on all matters on which holders of Common Stock shall have the right to vote. The holders of shares of Series A Preferred Stock shall have the right to cast such number of votes per share that equals the number of whole shares of Common Stock into which each such share of Series A Preferred Stock would be convertible following the Conversion Date, calculated to the nearest whole share.

(b) Whenever holders of Series A Preferred Stock are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken and signed by the holders of the outstanding capital stock of the Corporation having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all such shares entitled to vote thereon were present and voted. Each share of the Series A Preferred Stock shall entitle the holder thereof to one vote on all matters to be voted on by the holders of the Series A Preferred Stock, as set forth in this Section 8(b).

**IN WITNESS WHEREOF**, Tamir Biotechnology, Inc. has caused this Designation to be executed this 11<sup>th</sup> day of December, 2012.

TAMIR BIOTECHNOLOGY, INC.

By: Lawrence A. Kenyon  
Name: Lawrence A. Kenyon  
Title: President, CEO and CFO



**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
TAMIR BIOTECHNOLOGY, INC.**

Pursuant to Section 242 of  
the General Corporation Law of the  
State of Delaware

TAMIR BIOTECHNOLOGY, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** The first sentence of the fourth Article of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as follows:

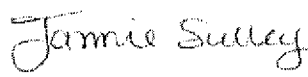
"The total number of shares of capital stock that the Corporation shall have authority to issue is Fifty-One Million (51,000,000) shares, of which Fifty Million (50,000,000) shares shall be Common Stock, par value \$.001 per share, and One Million (1,000,000) shares shall be Preferred Stock, par value \$.001 per share."

**SECOND:** Each one hundred (100) shares of the Common Stock issued and outstanding on the effective date of this Certificate of Amendment shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, without any action by the holder thereof, subject to the treatment of fractional interests as described below (the "Reverse Stock Split"). No certificates representing fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional share interests of Common Stock in connection with the Reverse Stock Split shall, with respect to such fractional interest, be entitled to receive cash, without interest, in lieu of fractional shares of Common Stock. Each certificate that prior to such combination represented shares of Common Stock ("Old Certificates") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined.

**THIRD:** This Certificate of Amendment was adopted by the approval of the stockholders of the Company by Consent in Writing accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Amendment to be duly executed this 9<sup>th</sup> day of September, 2013.

TAMIR BIOTECHNOLOGY, INC.

By:   
Jamie Sulley, President

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
TAMIR BIOTECHNOLOGY, INC.**

Pursuant to Section 242 of  
the General Corporation Law of the  
State of Delaware

TAMIR BIOTECHNOLOGY, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** Article Fifth of the Corporation's Certificate of Incorporation, which purported to name the original directors of the Corporation and was erroneously included in the Corporation's original Certificate of Incorporation (the number and names of the initial directors of the Corporation having been designated by the Corporation's incorporators pursuant to Section 108 of the Delaware General Corporation Law), is deleted in its entirety and a new Article Fifth is added to read as follows:

"FIFTH: The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation."

**SECOND:** Article Seventh of the Corporation's Certificate of Incorporation is deleted in its entirety and a new Article Seventh is substituted therefor to read as follows:

"SEVENTH: To the fullest extent permitted by the Delaware General Corporation Law (the "DGCL") (but, in the case of any amendment to the DGCL, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior to such amendment), no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law: (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 which involve intentional misconduct or a knowing violation of law; (iii) pursuant to Section 174 of the DGCL; or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article Seventh by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification."

**THIRD:** A new Article Eighth is added to the Certificate of Incorporation to read as follows:

"EIGHTH: 1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "Indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or in any other capacity while so serving, shall be indemnified and held harmless by the Corporation to the full extent authorized by the DGCL (but, in the case of any amendment to the DGCL, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), or by other applicable law as then in effect, against all expense, liability and loss (including attorneys' fees and related disbursements, judgments, fines, excise taxes or penalties under the Employee Retirement Income Security Act of 1974, as amended from time to

time ("ERISA"), penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such Indemnitee in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, partner, member or trustee and shall inure to the benefit of his or her heirs, executors and administrators. Each person who is or was serving as a director or officer of a subsidiary of the Corporation shall be deemed to be serving, or have served, at the request of the Corporation. Any indemnification (but not advancement of expenses) under this Article Eighth, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the DGCL (but, in the case of any amendment to the DGCL, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment). Such determination shall be made with respect to a person who is a director or officer at the time of such determination: (i) by a majority vote of the directors who were not parties to such proceeding (the "Disinterested Directors"), even though less than a quorum; (ii) by a committee of Disinterested Directors designated by a majority vote of Disinterested Directors, even though less than a quorum; (iii) if there are no such Disinterested Directors, or if such Disinterested Directors so direct, in a written opinion by independent legal counsel to the Corporation; or (iv) by the stockholders. Notwithstanding anything in this Article Eighth to the contrary, in no event shall the Corporation have any obligation to indemnify a director or officer of the Corporation for any proceeding initiated by such person seeking indemnification unless such proceeding either: (a) is a proceeding to enforce such director's or officer's rights under this Article Eighth; or (b) was authorized by the Board.

"2. Procedure for Indemnification. Any indemnification or advancement of expenses (including attorneys' fees, costs and charges) under this Article Eighth shall be made promptly, and in any event within 30 days upon the written request of the Indemnitee (and, in the case of the advancement of expenses, receipt of a written undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified therefor pursuant to the terms of this Article Eighth). The right to indemnification or advances as granted by this Article Eighth shall be enforceable by the Indemnitee in any court of competent jurisdiction, if the Corporation denies such request, in whole or in part, or if no disposition thereof is made within 30 days. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for the advancement of expenses (including attorney's fees, costs and charges) under this Article Eighth where the required undertaking, if any, has been received by the Corporation) that the Indemnitee has not met the standard of conduct set forth in the DGCL (but, in the case of any amendment to the DGCL, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board, the Corporation's independent legal counsel and its stockholders) to have made a determination prior to the commencement of such action that indemnification of the Indemnitee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the DGCL (but, in the case of any amendment to the DGCL, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), nor the fact that there has been an actual determination by the Corporation (including the Board, the Corporation's independent legal counsel and its stockholders) that the Indemnitee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the Indemnitee has not met the applicable standard of conduct.

"3. Other Rights; Continuation of Right to Indemnification. The indemnification and advancement of expenses provided by this Article Eighth: (i) shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement

of expenses may be entitled under any law (common or statutory), Bylaw, agreement, vote of stockholders or Disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation; and (ii) shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article Eighth shall be deemed to be a contract between the Corporation and each director or officer who serves or served in such capacity at any time while this Article Eighth is in effect. Any repeal or modification of this Article Eighth or any repeal or modification of relevant provisions of the DGCL or any other applicable laws shall not in any way diminish any rights to indemnification of such director or officer or the obligations of the Corporation arising hereunder with respect to any proceeding arising out of, or relating to, any actions, transactions or facts occurring prior to the final adoption of such modification or repeal. For the purposes of this Article Eighth, references to the Corporation include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation, so that any person who is or was a director or officer of such a constituent corporation or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article Eighth, with respect to the resulting or surviving corporation, as he would if he or she had served the resulting or surviving corporation in the same capacity.

“4. Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the DGCL.

“5. Reliance. Persons who become or remain directors or officers of the Corporation or who, while a director or officer of the Corporation, become or remain a director, officer, employee or agent of a subsidiary, shall be conclusively presumed to have relied on the rights to indemnity, advancement of expenses and other rights contained in this Article Eighth in entering into or continuing such service.

“6. Savings Clause. If this Article Eighth or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each person entitled to indemnification under the first paragraph of this Article Eighth as to all expense, liability and loss (including attorneys' fees and related disbursements, judgments, fines, ERISA excise taxes and penalties, penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person and for which indemnification is available to such person pursuant to this Article Eighth to the full extent permitted by any applicable portion of this Article Eighth that shall not have been invalidated and to the full extent permitted by applicable law. “

**FOURTH:** This Certificate of Amendment was adopted by the approval of the stockholders of the Corporation by Consent in Writing accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be duly executed this 15<sup>th</sup> day of January, 2014.

TAMIR BIOTECHNOLOGY, INC.

*Jamie Sulley*

By: \_\_\_\_\_  
Jamie Sulley, President

AMENDED AND RESTATED  
CERTIFICATE OF THE DESIGNATIONS, POWERS,  
PREFERENCES AND RIGHTS  
OF THE  
SERIES A CONVERTIBLE PREFERRED STOCK  
(par value \$.001 per share)

of

TAMIR BIOTECHNOLOGY, INC.  
a Delaware Corporation

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Pursuant to Section 151 of the  
General Corporation Law of the State of Delaware

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TAMIR BIOTECHNOLOGY, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "*Corporation*"), certifies that the Board of Directors of the Corporation (the "*Board*") has duly adopted the following resolutions amending and restating in its entirety the Corporation's Certificate of the Designations, Powers, Preferences and Rights of the Series A Convertible Preferred Stock (par value \$.001 per share) filed with the Secretary of State of Delaware on December 11, 2012, and that no shares of Series A Convertible Preferred Stock so designated by said Certificate of Designations are outstanding.

RESOLVED, that the Corporation file an Amended and Restated Certificate of the Designations, Powers, Preferences and Rights of the Series A Convertible Preferred Stock (par value \$.001 per share) with the Secretary of State of Delaware, as set forth below.

RESOLVED FURTHER, that the Amended and Restated Certificate of Designations of the Designations, Powers, Preferences and Rights of the Series A Convertible Preferred Stock (par value \$.001 per share) amends and restates in its entirety the Corporation's Certificate of the Designations, Powers, Preferences and Rights of the Series A Convertible Preferred Stock (par value \$.001 per share) filed with the Secretary of State of Delaware on December 11, 2012.

RESOLVED FURTHER, that the voting powers, designations, preferences and other rights of the Series A Convertible Preferred Stock authorized hereunder and the qualifications, limitations and restrictions of such preferences and rights, are as follows:

1. **Number of Shares and Designations.** There shall be a class of Preferred Stock, par value \$.001 per share, of the Corporation that shall be designated as "Series A Convertible Preferred Stock" (the "*Series A Preferred Stock*"), and the number of shares constituting such class shall be 1,000,000.

2. **Dividend Rights.** Subject to the rights of any other series of Preferred Stock that may from time to time come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, ratably with any declaration or payment of any dividend with holders of the Corporation's common stock, \$.001 par value per share ("**Common Stock**"), or other junior securities of the Corporation, when, as and if declared by the Board of Directors, based on the number of shares of Common Stock into which each share of Series A Preferred Stock is then convertible.

3. **Voting Rights.** On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the 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 are convertible as of the record date for determining stockholders entitled to vote on such matter, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Except as provided by law or by the other provisions of the Certificate of Incorporation, holders of the Series A Preferred Stock shall vote together with the holders of the Common Stock as a single class.

4. **Liquidation Rights.**

(a) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or upon the consummation of an Acquisition or an Asset Transfer (as such terms are defined in Section 5) (each, a "**Liquidation Event**"), before any distribution or payment shall be made to any holders of Common Stock, the holders of Series A Preferred Stock shall be entitled to be paid out of the assets of the Corporation legally available for distribution, for each share of Series A Preferred Stock held by them, an amount per share of Series A Preferred Stock equal to \$2.25 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) (the "**Series A Original Issue Price**"), plus all declared and unpaid dividends on the Series A Preferred Stock (the "**Series A Liquidation Preference**"). If, upon any such Liquidation Event, the assets of the Corporation shall be insufficient to make payment in full to all holders of Series A Preferred Stock of the Series A Liquidation Preference, then such assets shall be distributed among the holders of Series A Preferred Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(b) After the payment of the full Series A Liquidation Preference, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of Common Stock.

5. **Acquisition and Asset Transfer Definitions.**

(a) An Acquisition or Asset Transfer shall constitute a Liquidation Event. For the purposes of this Section 5: (i) an "**Acquisition**" means either: (A) the merger, consolidation or other business combination of the Corporation with or into any other person or entity (a "**Merger**"), other than a Merger in which the stockholders of the Corporation immediately prior to

such Merger continue to hold at least a majority of the voting power of the surviving entity in substantially the same proportions (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such Merger; or (B) any transaction or series of related transactions to which the Corporation is a party in which in excess of 50% of the Corporation's voting power is transferred; provided, however, that an Acquisition shall not include any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Corporation (or any successor) or indebtedness of the Corporation is cancelled or converted, or some combination thereof; and (ii) an "*Asset Transfer*" means the sale, lease, exclusive license or other disposition of all or substantially all of the assets of the Corporation in a single transaction.

(b) If the Corporation is a party to an Acquisition or Asset Transfer, then each holder of Series A Preferred Stock shall be entitled to receive, out of the proceeds of such Acquisition or Asset Transfer the Series A Liquidation Preference for each share of Series A Preferred Stock then held.

(c) In any Acquisition or Asset Transfer, if the consideration to be received consists at least in part of securities of an entity or other property other than cash, the value of such non-cash consideration will be deemed to be its fair market value on the date such determination is made, as determined in good faith by the Board.

6. **Conversion Rights.** The holders of Series A Preferred Stock shall have the following rights with respect to the conversion of Series A Preferred Stock into shares of Common Stock:

(a) **Optional Conversion.** Subject to and in compliance with the provisions of this Section 6, each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Series A Original Issue Price (as the same may have theretofore been adjusted as a result of any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) by the Conversion Price (as defined below) in effect at the time of conversion.

(b) **Conversion Price.** The "*Conversion Price*" shall initially be \$2.25. The Conversion Price shall be subject to adjustment from time to time in accordance with the subsequent provisions of this Section 6. All references to the Conversion Price herein shall mean the Conversion Price as so adjusted from time to time.

(c) **Mechanics of Conversion.** Each holder of Series A Preferred Stock who desires to convert shares of Series A Preferred Stock held by such holder into shares of Common Stock pursuant to this Section 6 shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same. Such notice shall state the number of shares of Series A Preferred Stock being converted. Thereupon, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay: (i) in cash or, to the extent sufficient funds are not then legally



available therefor, in Common Stock (at the Common Stock's fair market value determined by the Board as of the date of such conversion), any declared and unpaid dividends on the shares of Series A Preferred Stock being converted; and (ii) in cash (at the Common Stock's fair market value determined by the Board as of the date of conversion) an amount equal to the value of any fractional share of Common Stock that would otherwise have been issuable to any holder of Series A Preferred Stock were it not for the provisions of Section 6(d) below. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Series A Preferred Stock to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

(d) **Fractional Shares.** No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the fair market value of one share of Common Stock (as determined by the Board) on the date of conversion.

(e) **Adjustment for Stock Splits and Combinations.** If, at any time or from time to time on or after the date that the Corporation issues the first share of Series A Preferred Stock (the "*Series A Original Issue Date*"): (i) the Corporation effects a subdivision of the outstanding shares of Common Stock without a corresponding subdivision of the outstanding shares of Series A Preferred Stock, the Conversion Price in effect immediately before such subdivision shall be proportionately decreased; and (ii) the Corporation combines the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of the outstanding shares of Series A Preferred Stock, the Conversion Price in effect immediately before such combination shall be proportionately increased. Any adjustment pursuant to this Section 6(e) shall become effective at the close of business on the date that the subdivision or combination becomes effective.

(f) **Adjustment for Common Stock Dividends and Distributions.** If, at any time or from time to time on or after the Series A Original Issue Date, the Corporation pays to holders of Common Stock a dividend or other distribution in additional shares of Common Stock without a corresponding dividend or other distribution to holders of Series A Preferred Stock, the Conversion Price then in effect shall be adjusted by multiplying it 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; and (ii) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of Common Stock issuable in payment of such dividend or distribution. If the Corporation fixes a record date to determine which holders of Common Stock are entitled to receive such dividend or other distribution, the Conversion Price shall be fixed as of the close of business on such record date and the number of shares of Common Stock shall be calculated immediately prior to the close of business on such record date; and 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 6(f) to reflect the actual payment of such dividend or distribution.

(g) **Adjustment for Reclassification, Exchange, Substitution, Reorganization or Merger.** If, at any time or from time to time on or after the Series A Original Issue Date, 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 classes of stock, whether by recapitalization, reclassification, Merger or otherwise (other than an Acquisition or Asset Transfer or a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 6), in any such event each holder of Series A Preferred Stock shall then have the right to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification, Merger or other change by holders of the maximum 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, Merger or other change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 6 with respect to the rights of the holders of Series A Preferred Stock after the capital reorganization to the end that the provisions of this Section 6 (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.

(h) **Sale of Additional Shares of Common Stock Below Conversion Price.**

(i) If, at any time after the Series A Original Issue Date and on or before the first anniversary of the Series A Original Issue Date, the Corporation issues or sells, or is deemed by the express provisions of this Section 6(h) to have issued or sold, Additional Shares of Common Stock (as defined below) for a total consideration of more than \$1,000,000 in any single transaction, for an Effective Price (as defined below) less than the then-effective Conversion Price (a "*Qualifying Dilutive Issuance*"), then and in each such case, the then-effective Conversion Price shall be reduced, concurrently with such issue or sale, to a price equal to the price per share of the Additional Shares of Common Stock so issued or sold.

(ii) No adjustment shall be made to the Conversion Price in an amount less than one cent per share. Any adjustment required by this Section 6(h) shall be rounded to the nearest one cent per share. Any adjustment otherwise required by this Section 6(h) that is not required to be made due to the preceding two sentences shall be included in any subsequent adjustment to the Conversion Price.

(iii) For the purpose of making any adjustment required under this Section 6(h), the aggregate consideration received by the Corporation for any issue or sale of securities (the "*Aggregate Consideration*") shall: (A) 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; (B) 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; and (C) if Additional Shares of Common Stock, Convertible Securities (as defined below) or rights or options to purchase either 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 that covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(iv) For the purpose of the adjustment required under this Section 6(h), if the Corporation issues or sells: (A) Preferred Stock or other stock, options, warrants, purchase rights or other securities convertible into or exercisable for Additional Shares of Common Stock (such convertible stock or securities being herein referred to as "*Convertible Securities*"); or (B) rights or options for the purchase of Additional Shares of Common Stock or Convertible Securities, and if the Effective Price of such Additional Shares of Common Stock is less than the Conversion Price, in each case the Corporation shall be deemed to have issued, at the time of the issuance of such rights or options or Convertible Securities, the maximum number of Additional Shares of Common Stock issuable upon exercise or 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 rights or options or Convertible Securities, plus: (x) in the case of rights or options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options; and (y) in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation upon the conversion thereof (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities); provided that, 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.

If the minimum amount of consideration payable to the Corporation upon the exercise or conversion of rights, options or 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; provided that, if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or 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 exercise or conversion of such rights, options or Convertible Securities.

No further adjustment of the Conversion Price, as adjusted upon the issuance of such rights, options or Convertible Securities, shall be made as a result of the actual issuance of Additional Shares of Common Stock or the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities shall expire without having been exercised, the Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Conversion Price that would have been in effect had an adjustment been

made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities and for such consideration as was actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the granting of all such rights or options, whether or not exercised, plus 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. Such readjustment shall not apply to prior conversions of Series A Preferred Stock.

(v) For the purpose of making any adjustment to the Conversion Price of the Series A Preferred Stock required under this Section 6(h), "***Additional Shares of Common Stock***" means all shares of Common Stock issued by the Corporation or deemed to be issued pursuant to this Section 6(h) (including shares of Common Stock subsequently reacquired or retired by the Corporation), other than:

(A) shares of Common Stock issued upon conversion of the Series A Preferred Stock;

(B) shares of Common Stock or Convertible Securities issued after the Series A Original Issue Date to employees, officers or directors of, or consultants or advisors to the Corporation or any subsidiary pursuant to stock purchase or stock option plans or other arrangements that are approved by the Board;

(C) shares of Common Stock issued pursuant to the exercise of Convertible Securities outstanding as of the Series A Original Issue Date;

(D) shares of Common Stock or Convertible Securities issued for consideration other than cash pursuant to a merger, consolidation, acquisition, strategic alliance or similar business combination approved by the Board;

(E) shares of Common Stock or Convertible Securities issued pursuant to any equipment loan or leasing arrangement, real property leasing arrangement or debt financing from a bank or similar financial institution approved by the Board;

(F) any Common Stock or Convertible Securities issued in connection with strategic transactions involving the Corporation and other entities, including: (1) joint ventures, manufacturing, marketing or distribution arrangements; or (2) technology transfer or development arrangements; provided that the issuance of shares therein has been approved by the Board; and

(G) shares with respect to which the holders of a majority of the outstanding shares of Series A Preferred Stock, voting together as a separate class on an as-if-converted to Common Stock basis, have waived the antidilution rights provided for in this Section 6(h).

References to Common Stock in the subsections of this clause (v) above shall mean all shares of Common Stock issued by the Corporation or deemed to be issued pursuant to this Section 6(h). The "*Effective Price*" of Additional Shares of Common Stock shall mean 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 6(h), into the Aggregate Consideration received, or deemed to have been received by the Corporation for such issue under this Section 6(h), for such Additional Shares of Common Stock. If the number of shares of Additional Shares of Common Stock or the Effective Price cannot be ascertained at the time of issuance, such Additional Shares of Common Stock shall be deemed issued immediately upon the occurrence of the first event that makes such number of shares or the Effective Price, as applicable, ascertainable.

(i) **Certificate of Adjustment.** In each case of an adjustment or readjustment of the Conversion Price for the number of shares of Common Stock or other securities issuable upon conversion of the Series A Preferred Stock, if the Series A Preferred Stock is then convertible pursuant to this Section 6, the Corporation, at its expense, shall compute such adjustment or readjustment in accordance with the provisions hereof and shall, upon request, prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of Series A Preferred Stock so requesting at such 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, including a statement of: (i) the consideration received or deemed to be received by the Corporation for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold; (ii) the Conversion Price at the time in effect; (iii) the number of Additional Shares of Common Stock; and (iv) the type and amount, if any, of other property which at the time would be received upon conversion of the Series A Preferred Stock. Failure to request or provide such notice shall have no effect on any such adjustment.

(j) **Notices of Record Date.** Upon: (i) 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 or other distribution; or (ii) any Acquisition or other capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any Merger or any Asset Transfer, 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 10 days prior to: (x) the record date, if any, specified therein; or (y) if no record date is specified, the date upon which such action is to take effect (or, in either case, such shorter period approved by the holders of a majority of the outstanding Series A Preferred Stock) a notice specifying: (A) 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; (B) the date on which any such Acquisition, reorganization, reclassification, transfer, Merger, Asset Transfer, dissolution, liquidation or winding up is expected to become effective; and (C) 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 Acquisition, reorganization, reclassification, transfer, Merger, Asset Transfer, dissolution, liquidation or winding up.

(k) **Automatic Conversion.**

(i) Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock, based on the then-effective Conversion Price immediately upon the first to occur of the following events: (A) the affirmative written consent or vote of the holders of a majority of the shares of the Series A Preferred Stock then outstanding; (B) immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation; and (C) the date upon which the shares of the Common Stock otherwise become eligible for public trading. Upon such automatic conversion, the Corporation shall pay to the holders of the Series A Preferred Stock any declared and unpaid dividends thereon in cash or, to the extent sufficient funds are not then legally available therefor, in Common Stock (at the Common Stock's fair market value determined by the Board as of the date of such conversion).

(ii) Upon the occurrence of either of the events specified in Section 6(k)(i) above, the outstanding shares of Series A Preferred Stock shall be converted 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 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. 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 the Series A Preferred 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 shall pay to the holders of the Series A Preferred Stock any declared and unpaid dividends thereon.

(l) **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 Series A Preferred Stock. 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 A Preferred Stock, the Corporation will take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(m) **Payment of Taxes.** The Corporation will pay all taxes (other than taxes based upon income) and other governmental 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, excluding 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.

(n) **Converted Shares.** No shares of Series A Preferred Stock that have been converted to Common Stock shall be reissued by the Corporation; provided, however, that any such share, upon being converted and canceled, shall be restored to the status of an authorized but unissued share of preferred stock without designation as to series, rights or preferences and may thereafter be issued as a share of preferred stock not designated as Series A Preferred Stock.

(o) **Waiver.** Any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived on behalf of all holders of Series A Preferred Stock by the affirmative written consent or vote of the holders of a majority of the shares of the Series A Preferred Stock then outstanding.

7. **Redemption.** The Series A Preferred Stock is not redeemable.

IN WITNESS WHEREOF, Tamir Biotechnology, Inc. has caused this Designation to be executed this 23<sup>rd</sup> day of April, 2014.

TAMIR BIOTECHNOLOGY, INC.

By: Jamie Sulley  
Jamie Sulley, President