

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6360154

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	01/21/2020	
CONVEYING PARTY DATA		
	Name	Execution Date
	ULTRA SAFE NUCLEAR CORPORATION	01/21/2020
RECEIVING PARTY DATA		
Name:	ULTRA SAFE NUCLEAR CORPORATION	
Street Address:	2288 W COMMODORE WAY	
Internal Address:	STE 300	
City:	SEATTLE	
State/Country:	WASHINGTON	
Postal Code:	98199	
PROPERTY NUMBERS Total: 1		
Property Type	Number	
Patent Number:	10109378	
CORRESPONDENCE DATA		
Fax Number:	(202)595-0530	
<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>		
Phone:	2028428800	
Email:	margit.phillips@faegredrinker.com, DBRIPdocket@faegredrinker.com	
Correspondent Name:	FAEGRE DRINKER BIDDLE & REATH LLP	
Address Line 1:	1500 K STREET, N.W.	
Address Line 2:	SUITE 1100	
Address Line 4:	WASHINGTON, D.C. 20005-1209	
ATTORNEY DOCKET NUMBER:	215935-0001-00-US-544856	
NAME OF SUBMITTER:	CHRISTOPHER P. BRUENJES	
SIGNATURE:	/Christopher P Bruenjes/	
DATE SIGNED:	10/21/2020	
Total Attachments: 20		
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OFFICE OF THE NEW MEXICO
SECRETARY OF STATE

January 21, 2020

ULTRA SAFE NUCLEAR CORPORATION
460 ST. MICHAEL'S DRIVE
SUITE 1000
SANTA FE, NM 87505

**RE: ULTRA SAFE NUCLEAR CORPORATION
BUSINESS ID#:**

In New Mexico evidence was filed in which ULTRA SAFE NUCLEAR CORPORATION New Mexico ID 4477260 Merged with and into ULTRA SAFE NUCLEAR CORPORATION Delaware unqualified if app. Filed under the laws of New Mexico on January 21, 2020

The Office of the Secretary of State has approved and filed the Certificate of Merger Out of Existence for the above captioned corporation effective January 21, 2020. This letter is evidence of filing and should become a permanent document of the corporation's records.

Please be advised that although the Certificate of Merger Out of Existence has been approved, you must also comply with all other federal or state laws applicable to your corporation. This includes, but is not limited to state licensing requirements. It is the corporation's sole responsibility to obtain such compliance with all legal requirements applicable thereto prior to engaging in the business for which it has obtained approval of the referenced document.

If you have any questions, please contact the Business Services Division at (505) 827-3600 or toll free at 1-800-477-3632 for assistance.

Business Services Division

**ARTICLES OF MERGER
MERGING
ULTRA SAFE NUCLEAR CORPORATION, a New Mexico corporation
INTO
ULTRA SAFE NUCLEAR CORPORATION, a Delaware corporation**

Pursuant to Section 53-14-4 of the New Mexico Business Corporation Act.

The undersigned corporation, a New Mexico business corporation, does hereby certify that:

FIRST: The constituent corporations (the "*Constituent Corporations*") participating in the merger herein certified (the "*Merger*") are:

(i) Ultra Safe Nuclear Corporation, a corporation incorporated under the laws of the State of New Mexico ("*USNC New Mexico*"); and

(ii) Ultra Safe Nuclear Corporation, a corporation incorporated under the laws of the State of Delaware ("*USNC Delaware*").

SECOND: An Agreement and Plan of Merger, dated as of January 21, 2020, by and among USNC New Mexico and USNC Delaware (the "*Merger Agreement*") has been approved and adopted by each of the Constituent Corporations in accordance with the laws under which they are organized and pursuant to Chapter 53, Article 14 of the New Mexico Business Corporation Act. A copy of the Merger Agreement is attached hereto as Exhibit A.

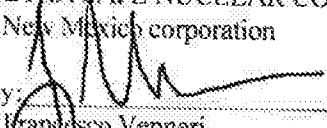
THIRD: USNC New Mexico has 3,239,250 shares outstanding and USNC Delaware has 3,239,250 shares outstanding. All such shares of each of the Constituent Corporations voted in favor of the Merger Agreement, and no such shares of either Constituent Corporation voted against the Merger Agreement.

FOURTH: USNC Delaware shall be the surviving corporation in the Merger.

IN WITNESS WHEREOF, the undersigned corporate party, pursuant to authority duly granted by the corporation's Board of Directors, has caused these Articles of Merger to be executed by the undersigned officer.

DATED: January 21, 2020.

ULTRA SAFE NUCLEAR CORPORATION
a New Mexico corporation

By: 
Francisco Venneri
Chief Executive Officer

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EXHIBIT A

Agreement and Plan of Merger

(see attached)

ARTICLES OF MERGER - Page 2

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**AGREEMENT AND PLAN OF MERGER
OF
ULTRA SAFE NUCLEAR CORPORATION
A DELAWARE CORPORATION
AND
ULTRA SAFE NUCLEAR CORPORATION,
A NEW MEXICO CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of this 21st day of January, 2020 (the "*Agreement*"), is between Ultra Safe Nuclear Corporation, a Delaware corporation ("*USNC-Delaware*"), and Ultra Safe Nuclear Corporation, a New Mexico corporation ("*USNC-New Mexico*"). USNC-Delaware and USNC-New Mexico are collectively referred to herein as the "*Constituent Corporations*."

RECITALS

A. USNC-Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has total authorized capital stock of 100 shares. All shares are designated Common Stock, par value \$0.0001 per share ("*Common Stock*"). As of the date hereof, and before giving effect to the transactions contemplated hereby, one hundred (100) shares of Common Stock were issued and outstanding, all of which were held by USNC-New Mexico.

B. USNC-New Mexico is a corporation duly organized and existing under the laws of the State of New Mexico and has total authorized capital stock of 20,000,000 shares, 15,000,000 shares are designated Common Stock, of which 3,239,250 shares are issued and outstanding, 5,000,000 shares are designated Preferred Stock, none of which are issued and outstanding.

C. The Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of the Constituent Corporations that USNC-New Mexico merges with and into USNC-Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors and shareholders of USNC-Delaware and USNC-New Mexico have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, USNC-Delaware and USNC-New Mexico hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the General Corporation Law of the State of Delaware and the New Mexico Business Corporation Act, USNC-New Mexico shall be merged with and into USNC-Delaware (the "*Merger*"), the separate existence of USNC-New Mexico shall cease and USNC-Delaware shall be, and is herein sometimes referred to as, the "*Surviving Corporation*," and the name of the Surviving Corporation shall be Ultra Safe Nuclear Corporation.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

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(a) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the General Corporation Law of the State of Delaware shall have been filed with the Secretary of State of the State of Delaware; and

(b) An executed counterpart of the Certificate of Merger, an executed counterpart of this Agreement or any other document filed with the Secretary of State of the State of Delaware pursuant to section (a) above, shall have been filed with the Secretary of State of the State of New Mexico.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "*Effective Date*."

1.3 Effect of the Merger. Upon the Effective Date, the separate existence of USNC-New Mexico shall cease and USNC-Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) shall be subject to all actions previously taken by its and USNC-New Mexico's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of USNC-New Mexico in the manner more fully set forth in Section 259 of the General Corporation Law of the State of Delaware, (iv) shall continue to be subject to all of the debts, liabilities and obligations of USNC-Delaware as constituted immediately prior to the Effective Date, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of USNC-New Mexico in the same manner as if USNC-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware and the New Mexico Business Corporation Act.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of USNC-Delaware as in effect immediately prior to the Effective Date of the Merger shall be amended and restated in its entirety as set forth on Exhibit A, and, as so amended and restated, shall constitute the Amended and Restated Certificate of Incorporation of the Surviving Corporation (the "*Certificate of Incorporation*").

2.2 Bylaws. The Bylaws of USNC-Delaware as in effect immediately prior to the Effective Date shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of USNC-Delaware immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 USNC-New Mexico Common Shares. Upon the Effective Date, each share of USNC-New Mexico Common Stock issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Common Stock, par value \$0.0001 per share, of the Surviving Corporation. No fractional share interests of the Surviving Corporation Common Stock shall be issued but shall, instead, be paid in cash by USNC-Delaware to the holder of such shares.

**ARTICLES OF MERGER
MERGING
ULTRA SAFE NUCLEAR CORPORATION, a New Mexico corporation
INTO
ULTRA SAFE NUCLEAR CORPORATION, a Delaware corporation**

Pursuant to Section 53-14-4 of the New Mexico Business Corporation Act.

The undersigned corporation, a New Mexico business corporation, does hereby certify that:

FIRST: The constituent corporations (the "*Constituent Corporations*") participating in the merger herein certified (the "*Merger*") are:

(i) Ultra Safe Nuclear Corporation, a corporation incorporated under the laws of the State of New Mexico ("*USNC New Mexico*"); and

(ii) Ultra Safe Nuclear Corporation, a corporation incorporated under the laws of the State of Delaware ("*USNC Delaware*").

SECOND: An Agreement and Plan of Merger, dated as of January 21, 2020, by and among USNC New Mexico and USNC Delaware (the "*Merger Agreement*") has been approved and adopted by each of the Constituent Corporations in accordance with the laws under which they are organized and pursuant to Chapter 53, Article 14 of the New Mexico Business Corporation Act. A copy of the Merger Agreement is attached hereto as Exhibit A.

THIRD: USNC New Mexico has 3,239,250 shares outstanding and USNC Delaware has 3,239,250 shares outstanding. All such shares of each of the Constituent Corporations voted in favor of the Merger Agreement, and no such shares of either Constituent Corporation voted against the Merger Agreement.

FOURTH: USNC Delaware shall be the surviving corporation in the Merger.

IN WITNESS WHEREOF, the undersigned corporate party, pursuant to authority duly granted by the corporation's Board of Directors, has caused these Articles of Merger to be executed by the undersigned officer.

DATED: January 21, 2020.

ULTRA SAFE NUCLEAR CORPORATION
a New Mexico corporation

By: 

Francesco Venneri
Chief Executive Officer

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EXHIBIT A

Agreement and Plan of Merger

(see attached)

ARTICLES OF MERGER - Page 2

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**AGREEMENT AND PLAN OF MERGER
OF
ULTRA SAFE NUCLEAR CORPORATION
A DELAWARE CORPORATION
AND
ULTRA SAFE NUCLEAR CORPORATION,
A NEW MEXICO CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of this 21st day of January, 2020 (the "*Agreement*"), is between Ultra Safe Nuclear Corporation, a Delaware corporation ("*USNC-Delaware*"), and Ultra Safe Nuclear Corporation, a New Mexico corporation ("*USNC-New Mexico*"). USNC-Delaware and USNC-New Mexico are collectively referred to herein as the "*Constituent Corporations*."

RECITALS

A. USNC-Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has total authorized capital stock of 100 shares. All shares are designated Common Stock, par value \$0.0001 per share ("*Common Stock*"). As of the date hereof, and before giving effect to the transactions contemplated hereby, one hundred (100) shares of Common Stock were issued and outstanding, all of which were held by USNC-New Mexico.

B. USNC-New Mexico is a corporation duly organized and existing under the laws of the State of New Mexico and has total authorized capital stock of 20,000,000 shares. 15,000,000 shares are designated Common Stock, of which 3,239,250 shares are issued and outstanding. 5,000,000 shares are designated Preferred Stock, none of which are issued and outstanding.

C. The Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of the Constituent Corporations that USNC-New Mexico merges with and into USNC-Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors and shareholders of USNC-Delaware and USNC-New Mexico have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, USNC-Delaware and USNC-New Mexico hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the General Corporation Law of the State of Delaware and the New Mexico Business Corporation Act, USNC-New Mexico shall be merged with and into USNC-Delaware (the "*Merger*"), the separate existence of USNC-New Mexico shall cease and USNC-Delaware shall be, and is herein sometimes referred to as, the "*Surviving Corporation*," and the name of the Surviving Corporation shall be Ultra Safe Nuclear Corporation.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

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(a) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the General Corporation Law of the State of Delaware shall have been filed with the Secretary of State of the State of Delaware; and

(b) An executed counterpart of the Certificate of Merger, an executed counterpart of this Agreement or any other document filed with the Secretary of State of the State of Delaware pursuant to section (a) above, shall have been filed with the Secretary of State of the State of New Mexico.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "*Effective Date*."

1.3 Effect of the Merger. Upon the Effective Date, the separate existence of USNC-New Mexico shall cease and USNC-Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) shall be subject to all actions previously taken by its and USNC-New Mexico's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of USNC-New Mexico in the manner more fully set forth in Section 259 of the General Corporation Law of the State of Delaware, (iv) shall continue to be subject to all of the debts, liabilities and obligations of USNC-Delaware as constituted immediately prior to the Effective Date, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of USNC-New Mexico in the same manner as if USNC-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware and the New Mexico Business Corporation Act.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of USNC-Delaware as in effect immediately prior to the Effective Date of the Merger shall be amended and restated in its entirety as set forth on Exhibit A, and, as so amended and restated, shall constitute the Amended and Restated Certificate of Incorporation of the Surviving Corporation (the "*Certificate of Incorporation*").

2.2 Bylaws. The Bylaws of USNC-Delaware as in effect immediately prior to the Effective Date shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of USNC-Delaware immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 USNC-New Mexico Common Shares. Upon the Effective Date, each share of USNC-New Mexico Common Stock issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Common Stock, par value \$0.0001 per share, of the Surviving Corporation. No fractional share interests of the Surviving Corporation Common Stock shall be issued but shall, instead, be paid in cash by USNC-Delaware to the holder of such shares.

3.2 USNC-New Mexico Stock Option Plans

(a) Upon the Effective Date, the Surviving Corporation shall assume the obligations of USNC-New Mexico under its 2017 Long-Term Incentive Option Plan and Agreement and any other stock option grants, convertible securities, equity contracts, purchase rights or plans (collectively, the "Plans"). Each outstanding and unexercised option or equity contract to purchase USNC-New Mexico Common Stock (an "Option") under the Plans shall become, subject to the provisions in paragraph (c) hereof, an option to purchase the Surviving Corporation's Common Stock on the basis of one (1) share of the Surviving Corporation's Common Stock for each one (1) share of USNC-New Mexico Common Stock issuable pursuant to any such option or equity contract, on the same terms and conditions and at an exercise price described above. No other changes in the terms and conditions of such options will occur.

(b) Upon the Effective Date, one (1) share of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of Options to purchase one (1) share of USNC-Delaware Common Stock so reserved immediately prior to the Effective Date.

(c) No "additional benefits" (within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended) shall be accorded to the Option holders pursuant to the assumption of their Options.

3.3 USNC-Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, par value \$0.0001 per share, of USNC-Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by USNC-Delaware, or the holder of such shares or any other person, be cancelled and returned to the status of authorized and unissued shares of Common Stock.

3.4 Exchange of Certificates. On or after the Effective Date, each holder of an outstanding certificate representing shares of USNC-New Mexico Common Stock, may be asked to surrender the same to the Company for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock, into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of USNC-New Mexico Common Stock, shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock, into which such shares of USNC-New Mexico Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or its transfer agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of USNC-New Mexico so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws, or other such additional legends as agreed upon by the holder and the Surviving Corporation.

If any certificate for shares of USNC-Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Constituent Corporation's transfer agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of USNC-Delaware that such tax has been paid or is not payable.

IV. CONDITIONS TO THE MERGER

The obligations of the Constituent Corporations under this Agreement are subject to the fulfillment, or the waiver by the parties, on or before the Effective Date, of each of the following:

- 4.1 The shareholders of USNC-New Mexico shall have approved the Merger.
- 4.2 The sole stockholder of USNC-Delaware shall have approved the Merger.
- 4.3 All consents required to be obtained by the Constituent Corporations to effect the Merger shall have been obtained.

V. GENERAL

5.1 Further Assurances. From time to time, as and when required by USNC-Delaware or by its successors or assigns, there shall be executed and delivered on behalf of USNC-New Mexico such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by USNC-Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of USNC-New Mexico and otherwise to carry out the purposes of this Agreement, and the officers and directors of USNC-Delaware are fully authorized in the name and on behalf of USNC-New Mexico or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5.2 Abandonment. At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either USNC-New Mexico or of USNC-Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of USNC-New Mexico or the sole stockholder of USNC-Delaware. In the event of the termination of this Agreement, the Agreement shall become void and of no effect and there shall be no obligations on either Constituent Corporation or their respective Boards of Directors or shareholders with respect thereto.

5.3 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

5.4 Registered Office. The registered office of the Surviving Corporation in the State of Delaware and the County of Kent is 3500 South Dupont Highway, Dover, Delaware 19901 and Incorporating Services, Ltd. is the registered agent of the Surviving Corporation at such address.

5.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 2288 W Commodore Way, STE 300, Seattle, WA 98199, and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

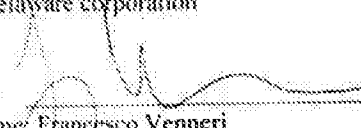
5.6 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the New Mexico Business Corporation Act.

5.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

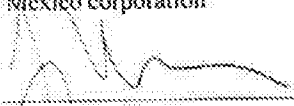
[Signature Page Follows]

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Ultra Safe Nuclear Corporation, a Delaware corporation, and the Board of Directors of Ultra Safe Nuclear Corporation, a New Mexico corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

ULTRA SAFE NUCLEAR CORPORATION,
a Delaware corporation

By: 
Name: Francesco Venneri
Title: Chief Executive Officer

ULTRA SAFE NUCLEAR CORPORATION,
a New Mexico corporation

By: 
Name: Francesco Venneri
Title: Chief Executive Officer

[Signature Page to Agreement and Plan of Merger]

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JAN 21 2020

EXHIBIT A

Amended and Restated Certificate of Incorporation

(See Attached)

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JAN 21 2020

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
ULTRA SAFE NUCLEAR CORPORATION**

ARTICLE I

The name of this Company is Ultra Safe Nuclear Corporation (the "*Company*").

ARTICLE II

The address of the registered office of the Company in the State of Delaware is 3500 South Dupont Highway, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

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

ARTICLE IV

The total number of shares of capital stock which the Company is authorized to issue is: (i) 15,000,000 shares of common stock with a par value of \$0.0001 per share and (ii) 5,000,000 shares of preferred stock with a par value of \$0.0001 per share.

ARTICLE V

To the fullest extent permitted by law, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware or any other law of the State of Delaware is amended after approval by the stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware or such other law of the State of Delaware as so amended.

Any amendment, alteration, change, modification, repeal or rescission of the foregoing provisions of this Article V by the stockholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of, or increase the liability of any director of the Company with respect to any acts or omissions of a director of the Company occurring prior to, such amendment, alteration, change, modification, repeal or rescission.

ARTICLE VI

Except as otherwise provided for in Article V and Article XI, the Company reserves the right at any time, and from time to time, to amend, alter, change, modify, repeal or rescind any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law;

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JAN 21 2020

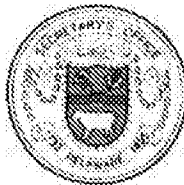
Delaware

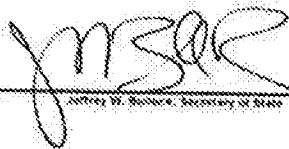
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ULTRA SAFE NUCLEAR CORPORATION", A NEW MEXICO CORPORATION,
WITH AND INTO "ULTRA SAFE NUCLEAR CORPORATION" UNDER THE
NAME OF "ULTRA SAFE NUCLEAR CORPORATION". A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF
JANUARY, A.D. 2020, AT 8:38 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20200403136

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

Authentication: 202222332
Date: 01-21-20

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IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be duly executed by its authorized officer.

Dated: January 21, 2020

ULTRA SAFE NUCLEAR CORPORATION

By: 
Name: Francesco Venneri
Title: Chief Executive Officer

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EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
ULTRA SAFE NUCLEAR CORPORATION**

ARTICLE I

The name of this Company is Ultra Safe Nuclear Corporation (the "*Company*").

ARTICLE II

The address of the registered office of the Company in the State of Delaware is 3500 South Dupont Highway, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

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

ARTICLE IV

The total number of shares of capital stock which the Company is authorized to issue is: (i) 15,000,000 shares of common stock with a par value of \$0.0001 per share and (ii) 5,000,000 shares of preferred stock with a par value of \$0.0001 per share.

ARTICLE V

To the fullest extent permitted by law, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware or any other law of the State of Delaware is amended after approval by the stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware or such other law of the State of Delaware as so amended.

Any amendment, alteration, change, modification, repeal or rescission of the foregoing provisions of this Article V by the stockholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of, or increase the liability of any director of the Company with respect to any acts or omissions of a director of the Company occurring prior to, such amendment, alteration, change, modification, repeal or rescission.

ARTICLE VI

Except as otherwise provided for in Article V and Article XI, the Company reserves the right at any time, and from time to time, to amend, alter, change, modify, repeal or rescind any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law;

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and all rights, preferences and privileges of whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article VI.

ARTICLE VII

Election of directors need not be by written ballot unless the Bylaws of the Company shall so provide.

ARTICLE VIII

The number of directors which shall constitute the whole Board of Directors of the Company shall be determined in the manner set forth in the Bylaws of the Company.

ARTICLE IX

Meetings of stockholders of the Company may be held within or outside of the State of Delaware, as the Bylaws of the Company may provide. The books and records of the Company may be kept, subject to any provision contained in the statutes, within or outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Company or in the Bylaws of the Company.

ARTICLE X

Except as otherwise provided in this Certificate of Incorporation or in the Bylaws of the Company, in furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Company is expressly authorized to make, adopt, amend, alter, change, modify, repeal or rescind any or all of the Bylaws of the Company.

ARTICLE XI

To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which General Corporation Law of Delaware permits the Company to provide indemnification) through Bylaw provisions, agreements with such directors, officers, agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of Delaware.

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

ARTICLE XII

Unless the Company consents in writing to the selection of an alternative forum, the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Company, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director or officer of the Company to the Company or the Company's stockholders, (C) any action or proceeding asserting a claim

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against the Company arising pursuant to any provision of the General Corporation Law of Delaware or the Company's Certificate of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim against the Company governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court located within the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal district court of the District of Delaware), in all cases subject to the court having personal jurisdiction over the indispensable parties named as defendants.

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