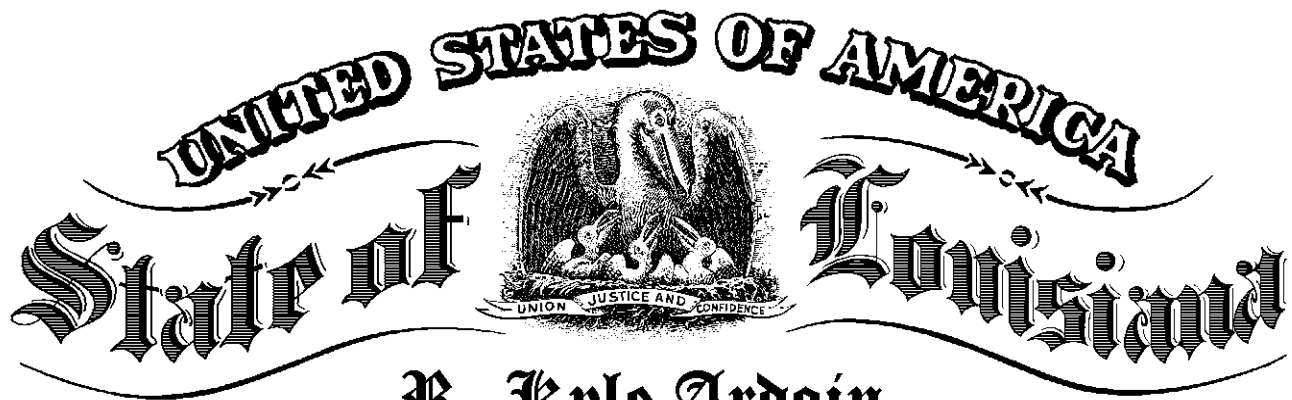




R. Kyle Ardoin
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the attached document(s) of

HARMONIQ HEALTH SYSTEMS CORPORATION

are true and correct and are filed in the Louisiana Secretary of State's Office.

41726590D	ORIGF	12/17/2014	7 page(s)
42031841	RESTA	10/15/2015	19 page(s)
42253835	MERGE	5/2/2016	3 page(s)
42258693	12502	5/5/2016	2 page(s)
42593131	RESTA	4/12/2017	19 page(s)
42797739	CHGST	9/11/2017	2 page(s)
42520061	16 AR	1/17/2017	1 page(s)

In testimony whereof, I have hereunto set my
hand and caused the Seal of my Office to be
affixed at the City of Baton Rouge on,

June 13, 2019

Secretary of State

WEB 41726590D



Certificate ID: 11087637#N83

To validate this certificate, visit the following
web site, go to **Business Services**, **Search**
for **Louisiana Business Filings**, **Validate a**
Certificate, then follow the instructions
displayed.

www.sos.la.gov

**ARTICLES OF INCORPORATION
OF
HARMONIQ HEALTH SYSTEMS CORPORATION**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN that, before me, the undersigned Notary Public, duly commissioned and qualified in and for the State and Parish aforesaid, and in the presence of the undersigned witnesses, personally came and appeared:

CHARLES L. SPENCER, a person of majority age
domiciled in East Baton Rouge Parish, Louisiana,

who declared that, availing himself of the provisions of the Louisiana Business Corporation Law (Title 12, Chapter 1, Louisiana Revised Statutes 1950, as revised and modified by Act 105 of 1968, Legislature of Louisiana), he does hereby organize a Louisiana corporation pursuant to that Law, under and in accordance with the following Articles of Incorporation ("**Articles**").

**ARTICLE I
NAME**

The name of this corporation is **HarmoniQ Health Systems Corporation** (the "**Corporation**").

**ARTICLE II
OBJECTS AND PURPOSES**

The Corporation's purpose is to develop, license, market and support certain software applications and related technology within the healthcare industry and otherwise to engage in any lawful activity for which corporations may be organized under the Louisiana Business Corporation Law, and to engage in any lawful activity in any state of the United States of America and in any foreign nation to the extent permitted under the laws of the state or foreign nation.

**ARTICLE III
DURATION**

The duration of this Corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of Louisiana.

ARTICLE IV AUTHORIZED CAPITAL

The aggregate number of shares of stock which the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of no par value common stock.

ARTICLE V PREEMPTIVE RIGHTS

The shareholders shall have preemptive and preferential rights to purchase or subscribe for any shares of stock of this Corporation, now or hereafter to be authorized.

ARTICLE VI CUMULATIVE RIGHTS

In the election or removal of directors, each shareholder of record possessing voting rights is entitled to multiply the number of votes to which he is entitled by the number of directors to be elected, and to cast all such votes for one candidate or distribute them among any two or more candidates.

ARTICLE VII DIRECTORS

Section 7.1 Unless and until otherwise provided in the bylaws, all of the corporate powers of this Corporation shall be vested in and all of the business and affairs of this Corporation shall be managed by a Board of Directors.

Section 7.2 The number of directors is hereby fixed at not less than three (3) nor more than seven (7). However, when all of the outstanding shares are held of record by fewer than two shareholders, then there need be only as many directors as there are shareholders. Any director absent from a meeting of the Board of Directors, or any committee thereof, may be represented by any other director who may cast the absent director's vote according to his written instructions, whether general or special, filed with the secretary of the Corporation.

Section 7.3 The Board of Directors shall have the authority to make and alter bylaws, including the right to make and alter bylaws fixing their qualifications, classifications or terms of office, or fixing or increasing their compensation, subject to the power of the shareholders to change or repeal the bylaws so made.

Section 7.4 Any action which may be taken at a meeting of the Board of Directors may be taken by the written consent signed by all of the directors and filed with the Secretary of the Corporation.

Section 7.5 The Board of Directors shall further have authority to exercise all such other powers and to do all such other lawful acts and things that this Corporation or its shareholders might do, unless prohibited from doing so by applicable laws, or by these Articles or the bylaws of the Corporation.

Section 7.6 Unless and until otherwise provided in the bylaws of the Corporation or by further action of the Board of Directors, the initial directors of the Corporation and their addresses are:

Oscar Diaz
8080 East Via Del Sol Drive
Scottsdale, AZ 85255

Beverly Moore
8440 Jefferson Highway, Suite 301
Baton Rouge, LA 70809

ARTICLE VIII INCORPORATOR

The incorporator's name and address are as follows:

Charles L. Spencer
701 Laurel Street
Baton Rouge, LA 70802

ARTICLE IX PURCHASE AND REDEMPTION OF SHARES

The Corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided in Section 55 of the Louisiana Business Corporation Law or other applicable law, and as may be authorized by the Board of Directors by a majority vote. Shares so purchased shall be considered treasury shares, and may be reissued and disposed of as authorized by law, or may be canceled and the capital stock reduced, as the Board of Directors may determine from time to time by a majority vote and in accordance with law.

ARTICLE X CAPITAL, SURPLUS AND DIVIDENDS

The Board of Directors shall have such power and authority with respect to capital, surplus and dividends, including allocation, increases, reduction, utilization, distribution and payment, as is permitted and provided in Sections 61, 62 and 63 of the Louisiana Business Corporation Law or other applicable law.

ARTICLE XI CORPORATE ACTION AND AMENDMENTS BY SHAREHOLDERS

Section 11.1 A vote of the shareholders possessing at least two-thirds of the total outstanding shares eligible to vote shall be required to approve the following matters by the Corporation: (a) amendment of these Articles, (b) adoption or amendment of bylaws, (c) admission of new shareholders, (d) approval of the sale, assignment, transfer, exchange or other conveyance of the stock of a shareholder, (e) issuance of debt other than in the ordinary course,

(f) alienation or lease of an immovable, or granting a security interest in an immovable, (g) merger and consolidation agreements and (h) voluntary disposition of all or substantially all of the assets of the Corporation and/or the partial or complete liquidation and dissolution of the Corporation.

Section 11.2 Consents in writing to corporate action may be signed by shareholders having that proportion of the total voting power which would be required to authorize or constitute such action at a shareholders' meeting.

ARTICLE XII SALES AND OTHER TRANSFERS OF STOCK

Any and all restrictions against, and regulation of, the sale and any other transfers of stock in this Corporation may be prescribed in the bylaws or by shareholder agreements, as permitted and provided in Sections 29 and 58 of the Louisiana Business Corporation Law or other applicable law.

ARTICLE XIII INDEMNIFICATION OF INCORPORATOR, OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 13.1 Except as set forth in Section 13.2 below, the Corporation shall indemnify and hold harmless each incorporator, director, officer, employee or agent (each, an "**Indemnitee**") from and against any and all expenses, financial loss, claims and liabilities incurred by or asserted against such person because he or she is or was an incorporator, director, officer, employee or agent of the Corporation and/or by reason of the Indemnitee's alleged acts or omissions as an incorporator, director, officer, employee or agent, provided that such Indemnitee:

- (a) acted in good faith;
- (b) reasonably believed that his or her actions were in the best interests of the Corporation;
- (c) reasonably believed that his or her conduct was lawful; and
- (d) in the case of litigation, prevails on the merits.

The Corporation shall reimburse each such Indemnitee for all legal and other expenses and financial loss reasonably incurred, including without limitation those incurred in connection with defending any such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors.

Section 13.2 No Indemnitee shall be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liabilities or in settling the same, unless, in the judgment of a majority of the directors of the Corporation, the Indemnitee against whom

such claim or liability is asserted has not been guilty of gross negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which an Indemnatee may be entitled as a matter of law.

Section 13.3 Any indemnification due by the Corporation to an Indemnatee hereunder shall be paid contemporaneous with the occurrence of the covered expense.

Section 13.4 No incorporator, shareholder, director, officer or employee shall be financially liable individually for any contracts, debts or defaults of the Corporation.

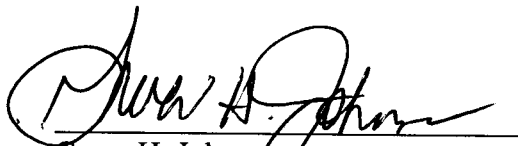
ARTICLE XIV UNCLAIMED PROPERTY

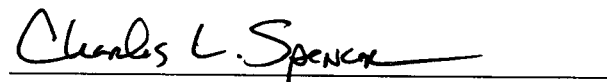
Cash, property or share dividends, shares payable to shareholders in connection with the reclassification of stock, and the redemption price of unredeemed shares, which are not claimed by the shareholders entitled thereto within one year after the dividend or redemption price became payable, despite reasonable efforts by the Corporation to pay the dividend or redemption price to such shareholders within such time, shall at the expiration of such time revert in full ownership to the Corporation, and the Corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease.

THUS DONE AND SIGNED at Baton Rouge, Louisiana, this 16th day of December, 2014, in the presence of the undersigned competent witnesses and me, Notary.

WITNESSES:

INCORPORATOR:


Gwen H. Johnson


Charles L. Spencer


Marshall B. Davis


Mark W. Fry, Notary Public
Louisiana Bar Roll Number 22376
My Commission Issued for Life

INITIAL REPORT

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

To: The Secretary of State
Baton Rouge, Louisiana

Complying with R.S. 1950, 12:101, **HarmonIQ Health Systems Corporation**
hereby makes its initial report as follows:

Municipal Address or Location of its Registered Office:

701 Laurel Street
Baton Rouge, LA 70802

Name and Municipal Address of the Registered Agent:

Charles L. Spencer
701 Laurel Street
Baton Rouge, LA 70802

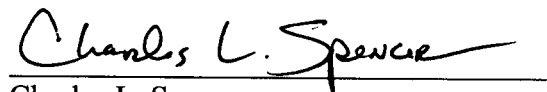
Name and Address of the Initial Directors:

Oscar Diaz
8080 East Via Del Sol Drive
Scottsdale, AZ 85255

Beverly Moore
8440 Jefferson Highway, Suite 301
Baton Rouge, LA 70809

Dated at Baton Rouge, Louisiana, this 16th day of December, 2014.

INCORPORATOR:


Charles L. Spencer

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT**

STATE OF LOUISIANA

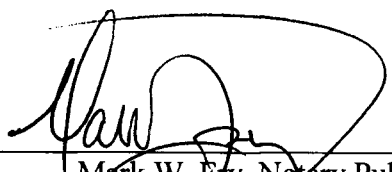
PARISH OF EAST BATON ROUGE

BEFORE ME, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Charles L. Spencer, who being duly sworn, acknowledged to me that he does hereby accept appointment as the registered agent of **HarmonIQ Health Systems Corp**, a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1.



Charles L. Spencer

SWORN TO AND SUBSCRIBED before me on this 16th day of December, 2014.



Mark W. Fry, Notary Public
Louisiana Bar Roll Number 22376
My Commission Issued for Life

HARMONIQ HEALTH SYSTEMS CORPORATION

ARTICLES OF RESTATEMENT

September 18, 2015

**ARTICLES OF RESTATEMENT
OF
HARMONIQ HEALTH SYSTEMS CORPORATION**

HarmonIQ Health Systems Corporation (the “**Corporation**”), a Corporation organized and existing under and by virtue of the provisions of the Louisiana Business Corporations Act (the “**Act**”),

DOES HEREBY CERTIFY THAT:

FIRST: The Articles of Restatement (the “**Articles of Restatement**”) set forth in Paragraph Fifth below consolidate into a single document and accurately set forth the Articles of Restatement of the Corporation and all amendments thereto in effect on the date hereof, including the changes made in the manner described in Paragraph Sixth below.

SECOND: All such amendments have been effected in conformity with law.

THIRD: The date of incorporation of the Corporation was December 17, 2014. The effective date of these Articles of Restatement is September 18, 2015.

FOURTH: The Corporation has issued shares prior to the adoption of these Articles of Restatement.

FIFTH: On September 18, 2015, the Board of Directors and shareholders of the Corporation adopted resolutions to adopt the Articles of Restatement to reflect all amendments effected to the Articles of Incorporation.

SIXTH: The Articles of Restatement of the Corporation are as follows:

ARTICLE I

The name of this Corporation is HarmonIQ Health Systems Corporation.

ARTICLE II

The address of the registered office of this Corporation in the State of Louisiana is 701 Laurel Street, in the City of Baton Rouge, Parish of East Baton Rouge 70802. The name of its registered agent at such address is Charles Spencer.

ARTICLE III

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

ARTICLE IV

A. Authorization of Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of

shares that this Corporation is authorized to issue is 45,750,001. The total number of shares of common stock authorized to be issued is 25,000,001, \$0.005 par value per share (the “**Common Stock**”). The total number of shares of preferred stock authorized to be issued is 20,750,000, \$0.005 par value per share (the “**Preferred Stock**”), of which 20,750,000 shares are designated as “**Series A Preferred Stock**”. Issued and outstanding Common Stock and Series A Preferred Stock are together “**Capital Stock**.”

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B). The Preferred Stock authorized by this Restated Certificate of Incorporation may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon additional series of Preferred Stock, and the number of shares constituting any such series and the designation thereof. Subject to compliance with applicable protective voting rights that have been or may be granted to the Preferred Stock or series thereof in this Corporation’s Articles of Restatement (“**Protective Provisions**”), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such additional series may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series prior or subsequent to the issuance of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

1. Dividend Provisions. Subject to the rights of any series of Preferred Stock that may from time to time come into existence, any dividends or distributions shall be distributed among all holders of Common Stock and Preferred Stock in proportion to the number of shares of Common Stock that would be held by each such holder if all shares of Preferred Stock were converted to Common Stock at the then effective conversion rate.

2. Liquidation Preference.

(a) In the event of any Liquidation Event (as defined below), either voluntary or involuntary, subject to the rights of any series of Preferred Stock that may from time to time come into existence, the holders of each series of Preferred Stock shall be entitled to receive out of the proceeds or assets of this Corporation available for distribution to its shareholders (the “**Proceeds**”), prior and in preference to any distribution of the Proceeds of such Liquidation Event to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such series of Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to

such holders of the full aforesaid preferential amounts, then, subject to the rights of any series of Preferred Stock that may from time to time come into existence, the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a). For purposes of these Articles of Restatement, "**Original Issue Price**" shall mean \$1.00 per share for each share of the Series A Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(b) Upon completion of the distribution required by subsection (a) of this Section 2 and any other distribution that may be required with respect to any series of Preferred Stock that may from time to time come into existence, all of the remaining Proceeds shall be distributed among the holders of Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming full conversion of all such Preferred Stock).

(c) (i) For purposes of this Section 2, a "**Liquidation Event**" shall include (A) the closing of the sale, transfer or other disposition of all or substantially all of this Corporation's assets, (B) the consummation of the merger or consolidation of this Corporation with or into another entity (except a merger or consolidation in which the holders of Capital Stock of this Corporation immediately prior to such merger or consolidation continue to hold at least 50% of the voting power of the Capital Stock of this Corporation or the surviving or acquiring entity), (C) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of this Corporation's securities), of this Corporation's securities if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding voting stock of this Corporation (or the surviving or acquiring entity) or (D) a liquidation, dissolution or winding up of this Corporation; *provided, however*, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of this Corporation's incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held this Corporation's securities immediately prior to such transaction. Notwithstanding the prior sentence, the sale of shares of Series A Preferred Stock in a financing transaction shall not be deemed a "Liquidation Event." The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of a majority of the outstanding Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(ii) In any Liquidation Event, if Proceeds received by this Corporation or its shareholders is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the 20 trading-day period ending three trading days prior to the closing of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the 20 trading-day period ending three trading days prior to the closing of the Liquidation Event; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by this Corporation and the holders of a majority of the voting power of all then outstanding shares of Preferred Stock.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by this Corporation and the holders of a majority of the voting power of all then outstanding shares of such Preferred Stock.

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall, with the appropriate approval of the definitive agreements governing such Liquidation Event by the shareholders under the Act and Section 6 of this Article IV(B), be superseded by the determination of such value set forth in the definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this Section 2 are not complied with, this Corporation shall forthwith either:

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

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock

shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(c)(iv) hereof.

(iv) This Corporation shall give each holder of record of Preferred Stock written notice of such impending Liquidation Event not later than 20 days prior to the shareholders' meeting called to approve such transaction, or 20 days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and this Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than 20 days after this Corporation has given the first notice provided for herein or sooner than 10 days after this Corporation has given notice of any material changes provided for herein; *provided, however*, that subject to compliance with the Act such periods may be shortened or waived upon the written consent of the holders of Preferred Stock that represent a majority of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(d) Allocation of Contingent Consideration. In the event of a deemed Liquidation Event pursuant to subsection 2(c)(i), if any portion of the consideration payable to the shareholders of this Corporation is placed into escrow and/or is payable to the shareholders of this Corporation subject to contingencies, the definitive agreement with respect to such deemed Liquidation Event shall provide that the portion of such consideration that is placed in escrow and/or subject to any contingencies (the "**Contingent Consideration**") shall be allocated among the holders of Capital Stock of this Corporation in accordance with subsections 2(a) and 2(b) as if all of consideration ultimately payable in the transaction, including the Contingent Consideration, is paid without restrictions at the time of closing the deemed Liquidation Event (so that the Contingent Consideration shall be allocated among the holders of Capital Stock of this Corporation pro rata based on the amount of such consideration otherwise payable to each shareholder pursuant to this Section 2).

3. Redemption. The Preferred Stock is not redeemable at the option of the holder thereof.

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

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of this Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common

Stock as is determined by dividing the applicable Original Issue Price for such series by the applicable Conversion Price for such series (the conversion rate for a series of Preferred Stock into Common Stock is referred to herein as the "**Conversion Rate**" for such series), determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for each series of Preferred Stock shall be the Original Issue Price applicable to such series; *provided, however*, that the Conversion Price for the Preferred Stock shall be subject to adjustment as set forth in subsection 4(d).

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) the closing of this Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "**Securities Act**"), the public offering price of which was not less than \$1.00 per share (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) and \$20,000,000 in the aggregate (a "**Qualified Public Offering**") or (ii) the date, or the occurrence of an event, specified by vote or written consent or agreement of the holders of a majority of the then outstanding shares of Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to this Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date set forth for conversion in the written notice of the election to convert irrespective of the surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with Automatic Conversion

provisions of subsection 4(b)(ii) above, such conversion shall be deemed to have been made on the conversion date described in the shareholder consent approving such conversion, and the persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If this Corporation shall issue, on or after the date upon which these Articles of Restatement is accepted for filing by the Secretary of State of the State of Louisiana (the "**Filing Date**"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price applicable to a series of Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price (calculated to the nearest one-thousandth of a cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by this Corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this Section 4(d)(i)(A), the term "**Common Stock Outstanding**" shall mean and include the following: (1) outstanding Common Stock, (2) Common Stock issuable upon conversion of outstanding Preferred Stock, (3) Common Stock issuable upon exercise of outstanding stock options and (4) Common Stock issuable upon exercise (and, in the case of warrants to purchase Preferred Stock, conversion) of outstanding warrants. Shares described in (1) through (4) above shall be included whether vested or unvested, whether contingent or non-contingent and whether exercisable or not yet exercisable. In the event that this Corporation issues or sells, or is deemed to have issued or sold, shares of Additional Stock that results in an adjustment to a Conversion Price pursuant to the provisions of this Section 4(d) (the "**First Dilutive Issuance**"), and this Corporation then issues or sells, or is deemed to have issued or sold, shares of Additional Stock in a subsequent issuance other than the First Dilutive Issuance that would result in further adjustment to a Conversion Price (a "**Subsequent Dilutive Issuance**") pursuant to the same instruments as the First Dilutive Issuance, then and in each such case upon a Subsequent Dilutive Issuance the applicable Conversion Price for each series of Preferred Stock shall be reduced to the applicable Conversion Price that would have been in effect

had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(B) No adjustment of the Conversion Price for the Preferred Stock shall be made in an amount less than one-tenth of one cent per share. Except to the limited extent provided for in subsections (E)(3) and (E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

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

(D) In the case of the issuance of the Additional Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)), if any, received by this Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by this Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by this Corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to this Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the

conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

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

(ii) “**Additional Stock**” shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by this Corporation on or after the Filing Date other than:

(A) Common Stock issued pursuant to a transaction described in subsection 4(d)(iii) hereof;

(B) Shares of Common Stock issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by this Corporation’s Board of Directors;

(C) Shares of Common Stock or Preferred Stock issued to hospitals or other counterparties to contracts with the Corporation for the primary purpose of encouraging such hospitals or other counterparties to contracts to continue long-term relationships with the Corporation.

(D) Common Stock issued pursuant to a Qualified Public Offering;

(E) Common Stock issued pursuant to the conversion or exercise of convertible or exercisable securities outstanding on the Filing Date;

(F) Common Stock issued in connection with a bona fide business acquisition by this Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise;

(G) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of a decrease in the Conversion Price of any series of Preferred Stock resulting from the operation of Section 4(d);

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

(I) Shares of Common Stock issued pursuant to any equipment leasing arrangement or debt financing arrangement, which arrangement is approved by the Board of Directors and is primarily for non-equity financing purposes;

(J) Common Stock issued to persons or entities with which this Corporation has business relationships, provided such issuances are approved by the Board of Directors and are primarily for non-equity financing purposes; or

(K) Common Stock that is issued with the unanimous approval of the Board of Directors of this Corporation and the Board specifically states that it shall not be Additional Stock.

(iii) In the event this Corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "**Common Stock Equivalents**") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subsection 4(d)(i)(E).

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

(e) Other Distributions. In the event this Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or

options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of this Corporation entitled to receive such distribution.

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

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

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Preferred Stock and the aggregate number of shares of Common Stock to be issued to particular shareholders, shall be rounded down to the nearest whole share and this Corporation shall pay in cash the fair market value of any fractional shares as of the time when entitlement to receive such fractions is determined. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such conversion.

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

Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Preferred Stock.

(h) Notices of Record Date. In the event of any taking by this Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, this Corporation shall mail to each holder of Preferred Stock, at least ten days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.

(i) Reservation of Stock Issuable Upon Conversion. This 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 Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, this Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Restatement.

(j) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any series of Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of majority of the outstanding shares of Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis). Any such waiver shall bind all future holders of shares of such series of Preferred Stock.

5. Voting Rights. The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and except as provided by law, shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred

Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

6. Protective Provisions. This Corporation shall not (by amendment, merger, consolidation or otherwise) without (in addition to any other vote required by law) first obtaining the approval by vote or written consent, as provided by law, of the holders of at least 61% of the then outstanding shares of Preferred Stock:

(a) consummate a Liquidation Event or effect any other merger or consolidation;

(b) amend, alter or repeal any provision of this Corporation's Articles of Restatement or bylaws so as to adversely alter or change the powers, preferences or special rights of the shares of Preferred Stock;

(c) authorize or issue any equity security (including any other security convertible into or exercisable for any such equity security) having a preference over, or being on a parity with, any series of Preferred Stock with respect to dividends, liquidation or redemption, other than the issuance of any authorized but unissued shares of Series A Preferred Stock designated in these Articles of Restatement (including any security convertible into or exercisable for such shares of Preferred Stock);

(d) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; *provided, however*, that this restriction shall not apply to (i) the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for this Corporation or any subsidiary pursuant to agreements under which this Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal; or

(e) create, or hold Capital Stock in, any subsidiary that is not wholly owned (either directly or through one or more other subsidiaries) by this Corporation, or sell, transfer or otherwise dispose of any Capital Stock of any direct or indirect subsidiary of this Corporation, or permit any direct or indirect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all of the assets of such subsidiary.

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 4, the shares so converted shall be cancelled and shall not be issuable by this Corporation. These Articles of Restatement shall be appropriately amended to effect the corresponding reduction in this Corporation's authorized Capital Stock.

8. Notices. Any notice required by the provisions of this Article IV(B) to be given to the holders of shares of Preferred Stock shall be deemed given (i) if deposited in

the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of this Corporation, (ii) if such notice is provided in another manner then permitted by the Act.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of this Corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this Corporation, the assets of this Corporation shall be distributed as provided in Section 2 of Article IV(B).

3. Redemption. The Common Stock is not redeemable at the option of the holder.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law; *provided, however*, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Articles of Restatement that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Articles of Restatement or pursuant to the Act. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of 61% of the stock of this Corporation entitled to vote.

ARTICLE V

The Corporation elects to have preemptive rights.

ARTICLE VI

Except as otherwise provided in these Articles of Restatement or by law, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal any or all of the bylaws of this Corporation.

ARTICLE VII

The number of directors of this Corporation shall be five (5).

ARTICLE VIII

Elections of directors need not be by written ballot unless the bylaws of this Corporation shall so provide.

ARTICLE IX

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

ARTICLE X

A. This Corporation accepts the protection of its past, present, and future directors and officers against liability for money damages that is provided by R.S. 12:1-832. In the event R.S. 12:1-832 is hereafter amended, supplemented, or replaced by one or more other statutes affording a greater measure of protection of directors or officers of Louisiana business corporations than does R.S. 12:1-832, the directors and officers of this Corporation shall be entitled to the benefit of such greater measure of protection to the fullest extent permitted by law from time to time in effect.

B. Except as prohibited by law, this Corporation shall have authority to indemnify its past, present, and future directors and officers for liability, as defined in R.S. 12:1-850(3), to any person for any action taken, or any failure to take any action, as a director or officer, including without limitation liability from which the director or officer is protected by R.S. 12:1-832. The Board of Directors of this Corporation shall have power to authorize this Corporation to enter into contracts from time to time with one or more of its past, present, or future directors or officers (including the directors who authorized the contracts) agreeing to indemnify them for liability up to the greatest extent permitted by law.

C. A director or officer of this Corporation shall be deemed to have met the relevant standard of conduct set forth in R.S. 12:1-851(A)(2), and therefore entitled to automatic indemnification, upon a determination by special legal counsel pursuant to R.S. 12:1-855B(2) that, with respect to the proceeding for which indemnification has been requested (or with respect to any claim, issue, or matter therein) the director or officer engaged in conduct for which liability has been eliminated under R.S. 12:1-832.

ARTICLE XI

The name and address of the incorporator is: Charles Spencer, 701 Laurel Street, in the City of Baton Rouge, Parish of East Baton Rouge, Louisiana 70802.

ARTICLE XII

This Corporation reserves the right to amend, change or delete any provision contained in these Articles of Restatement, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XIII

The names and addresses of the Directors are:

Oscar Diaz
8080 East Via Del Sol Drive
Scottsdale, AZ 85255

Henry Miller
909 Poydras St., Suite 1400
New Orleans, LA 70112

The names and addresses of the Officers are:

President
Oscar Diaz
8080 East Via Del Sol Drive
Scottsdale, AZ 85255

Secretary
Shelley Detwiller DiGiacomo
99 E. Virginia Avenue, Suite 220
Phoenix, AZ 85004

[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Restatement have been executed by a duly authorized officer of this Corporation on this 9th day of October, 2015.

HARMONIQ HEALTH SYSTEMS CORPORATION



By: Oscar Diaz

Its: Chairman and CEO

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 9th day of October, 2015, before me, the undersigned Notary Public, personally appeared Oscar Diaz, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same for the purposes therein contained.

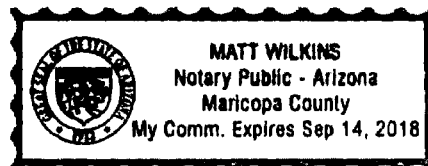
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

My Commission Expires:

09/14/2018



ARTICLES OF MERGER
OF FOREIGN CORPORATION AND LIMITED LIABILITY COMPANY
INTO DOMESTIC CORPORATION

Pursuant to Louisiana Revised Statutes §12:1-1106, the undersigned corporations, by and through the undersigned officer, hereby sets forth the following Articles of Merger:

1. Names of Parties. The parties to the merger herein described are OSIA Medical, Inc., a Delaware corporation (“OSIA”), Database Consulting Group, LLC, a Utah limited liability company (“DCG”), and HarmonIQ Health Systems Corporation, a Louisiana corporation.

2. Surviving Corporation. HarmonIQ Health Systems Corporation (“HarmonIQ”) is the surviving corporation.

3. Articles of Incorporation. The Articles of Restatement of HarmonIQ are not amended and shall be the surviving corporation’s Articles of Restatement.

4. Plan of Merger. The Plan of Merger required the approval of HarmonIQ’s Series A shareholders and Common shareholders. The Series A shareholders and Common shareholders of HarmonIQ approved the merger unanimously.

5. Foreign Entity Approval. The shareholders of OSIA and the members of DCG approved the merger in accordance with their constituent documents and Delaware and Utah law, respectively.

6. Effective Time. The effective time and date of the merger herein provided for shall be as of 12:01 a.m. on April 28, 2016.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, the undersigned have hereunto set his or her hand as of the 29th day of April, 2016.

HarmonIQ Health Systems Corporation

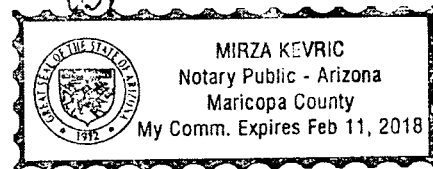
By: [Signature]
Oscar Diaz, CEO

STATE OF ARIZONA)
) ss.
County of Maricopa)

This instrument was acknowledged before me this 30 day of April, 2016, by Oscar Diaz, who stated that he executed the above instrument for the purposes contained therein.

[Signature]
Notary Public

My Commission Expires:
2/11/18



OSIA Medical, Inc.

By: [Signature]
On Behalf of OSIA Medical Inc.

STATE OF Louisiana)
) ss.
County of Orleans)

This instrument was acknowledged before me this 29th day of April, 2016, by Toshua Lee Deas, who stated that he executed the above instrument for the purposes contained therein.

[Signature]
Notary Public
Mark Andrew Hill
Notary Public
Notary Identification No. 92556
Louisiana Bar No. 33891
My Commission is issued for life

My Commission Expires:
Death

Data Consulting Group, LLC

By: _____

*on behalf of Database
Consulting Group, LLC*

STATE OF Louisiana)
) ss.
County of Orleans)

This instrument was acknowledged before me this 29th day of April, 2016, by
Bryan Thomas Rhodes, who stated that he executed the above instrument for the purposes
contained therein.

Mark Andrew Hill
Notary Public
Notary Identification No. 92556
Louisiana Bar No. 33891
My Commission is issued for life

My Commission Expires:

Never

Tom Schedler
Secretary of State



STATEMENT OF CHANGE OF REGISTERED OFFICE, PRINCIPAL OFFICE,
AND/OR CHANGE OF REGISTERED AGENT
(BY CORPORATION)

R.S. 12:1-502(A)

Domestic Business Corporation
Enclose \$25 Filing Fee
Make remittance payable to Secretary of State
Do Not Send Cash

Return to: Commercial Division
P.O. Box 94125
Baton Rouge, LA 70804-9125
Phone: (225) 925-4704
Web Site: www.sos.la.gov

* Mandatory Field

*Corporation Name: HARMONIQ HEALTH SYSTEMS CORPORATION

*Current Registered Office Address: 701 LAUREL ST., BATON ROUGE, LA 70802

Notice is hereby given that the above named corporation has authorized a change in the location of the corporation's registered office to:

1515 POYDRAS ST., SUITE 2440, NEW ORLEANS, LA 70112

*Current Principal Office Address: 701 LAUREL ST., BATON ROUGE, LA 70802

Notice is hereby given that the above named corporation has authorized a change in the location of the corporation's principal office to:

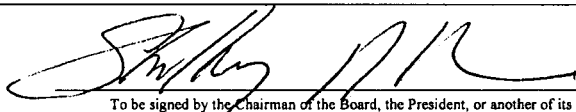
1515 POYDRAS ST., SUITE 2440, NEW ORLEANS, LA 70112

*Current Registered Agent's Name and Address: CHARLES SPENCER, 701 LAUREL ST.,
BATON ROUGE, LA 70802

Notice is hereby given that the above named corporation has authorized a change in the name and address of the registered agent to:

CAPITOL CORPORATE SERVICES, INC., 8550 UNITED
PLAZA BUILDING 11 STE 305, BATON ROUGE, LA 70809

Notice is hereby given that the above named corporation has authorized a change in the **address ONLY** of the current registered agent to:

 4/11/16
To be signed by the Chairman of the Board, the President, or another of its officers Date

WRITTEN CONSENT TO APPOINTMENT

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above named corporation.

Registered agent(s) signature(s):

(SEE ATTACHED)

Sworn to and subscribed before me, the undersigned Notary Public, on this date: _____

Notary Signature, Printed Name, and Notary/Bar Roll Number



**CAPITOL
SERVICES**

Capitol Corporate Services, Inc. hereby acknowledges and accepts the appointment of registered agent for and on behalf of the following entity:

HARMONIQ HEALTH SYSTEMS CORPORATION

Capitol Corporate Services, Inc.

By: Delanie Case

Name: Delanie Case

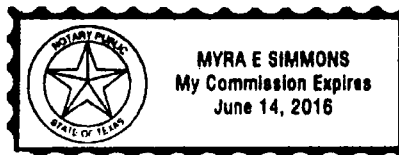
Title: Assistant Secretary

Sworn to and subscribed before me on this date: 5/5/2016

Myra E. Simmons

Myra E. Simmons

Notary



HARMONIQ HEALTH SYSTEMS CORPORATION

ARTICLES OF RESTATEMENT

March 7, 2017

**ARTICLES OF RESTATEMENT
OF
HARMONIQ HEALTH SYSTEMS CORPORATION**

HarmonIQ Health Systems Corporation (the “**Corporation**”), a Corporation organized and existing under and by virtue of the provisions of the Louisiana Business Corporations Act (the “**Act**”),

DOES HEREBY CERTIFY THAT:

FIRST: The Articles of Restatement (the “**Articles of Restatement**”) set forth in Paragraph Fifth below consolidate into a single document and accurately set forth the Articles of Restatement of the Corporation and all amendments thereto in effect on the date hereof, including the changes made in the manner described in Paragraph Sixth below.

SECOND: All such amendments have been effected in conformity with law.

THIRD: The date of incorporation of the Corporation was December 17, 2014. The effective date of these Articles of Restatement is March 7, 2017.

FOURTH: The Corporation has issued shares prior to the adoption of these Articles of Restatement.

FIFTH: On March 7, 2017, the Board of Directors, unanimously, and shareholders, unanimously, of the Corporation adopted resolutions to adopt the Articles of Restatement to reflect all amendments effected to the Articles of Incorporation.

SIXTH: The Articles of Restatement of the Corporation are as follows:

ARTICLE I

The name of this Corporation is HarmonIQ Health Systems Corporation.

ARTICLE II

The address of the registered office of this Corporation in the State of Louisiana is 8550 United Plaza Building II, Ste. 305, in the City of Baton Rouge, Parish of East Baton Rouge 70809. The name of its registered agent at such address is Capitol Corporate Services, Inc.

ARTICLE III

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

ARTICLE IV

A. Authorization of Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of

shares that this Corporation is authorized to issue is 25,000,001. The total number of shares of common stock authorized to be issued is 21,250,001, \$0.005 par value per share (the “**Common Stock**”). The total number of shares of preferred stock authorized to be issued is 3,750,000, \$0.005 par value per share (the “**Preferred Stock**”), of which 3,750,000 shares are designated as “**Series A Preferred Stock**”. Issued and outstanding Common Stock and Series A Preferred Stock are together “**Capital Stock**.”

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B). The Preferred Stock authorized by this Restated Certificate of Incorporation may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon additional series of Preferred Stock, and the number of shares constituting any such series and the designation thereof. Subject to compliance with applicable protective voting rights that have been or may be granted to the Preferred Stock or series thereof in this Corporation’s Articles of Restatement (“**Protective Provisions**”), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such additional series may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series prior or subsequent to the issuance of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

1. Dividend Provisions. Subject to the rights of any series of Preferred Stock that may from time to time come into existence, any dividends or distributions shall be distributed among all holders of Common Stock and Preferred Stock in proportion to the number of shares of Common Stock that would be held by each such holder if all shares of Preferred Stock were converted to Common Stock at the then effective conversion rate.

2. Liquidation Preference.

(a) In the event of any Liquidation Event (as defined below), either voluntary or involuntary, subject to the rights of any series of Preferred Stock that may from time to time come into existence, the holders of each series of Preferred Stock shall be entitled to receive out of the proceeds or assets of this Corporation available for distribution to its shareholders (the “**Proceeds**”), prior and in preference to any distribution of the Proceeds of such Liquidation Event to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such series of Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to

such holders of the full aforesaid preferential amounts, then, subject to the rights of any series of Preferred Stock that may from time to time come into existence, the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a). For purposes of these Articles of Restatement, “**Original Issue Price**” shall mean \$1.00 per share for each share of the Series A Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(b) Upon completion of the distribution required by subsection (a) of this Section 2 and any other distribution that may be required with respect to any series of Preferred Stock that may from time to time come into existence, all of the remaining Proceeds shall be distributed among the holders of Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming full conversion of all such Preferred Stock).

(c) (i) For purposes of this Section 2, a “**Liquidation Event**” shall include (A) the closing of the sale, transfer or other disposition of all or substantially all of this Corporation’s assets, (B) the consummation of the merger or consolidation of this Corporation with or into another entity (except a merger or consolidation in which the holders of Capital Stock of this Corporation immediately prior to such merger or consolidation continue to hold at least 50% of the voting power of the Capital Stock of this Corporation or the surviving or acquiring entity), (C) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of this Corporation’s securities), of this Corporation’s securities if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding voting stock of this Corporation (or the surviving or acquiring entity) or (D) a liquidation, dissolution or winding up of this Corporation; *provided, however*, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of this Corporation’s incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held this Corporation’s securities immediately prior to such transaction. Notwithstanding the prior sentence, the sale of shares of Series A Preferred Stock in a financing transaction shall not be deemed a “Liquidation Event.” The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of a majority of the outstanding Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(ii) In any Liquidation Event, if Proceeds received by this Corporation or its shareholders is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the 20 trading-day period ending three trading days prior to the closing of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the 20 trading-day period ending three trading days prior to the closing of the Liquidation Event; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by this Corporation and the holders of a majority of the voting power of all then outstanding shares of Preferred Stock.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by this Corporation and the holders of a majority of the voting power of all then outstanding shares of such Preferred Stock.

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall, with the appropriate approval of the definitive agreements governing such Liquidation Event by the shareholders under the Act and Section 6 of this Article IV(B), be superseded by the determination of such value set forth in the definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this Section 2 are not complied with, this Corporation shall forthwith either:

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

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock

shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(c)(iv) hereof.

(iv) This Corporation shall give each holder of record of Preferred Stock written notice of such impending Liquidation Event not later than 20 days prior to the shareholders' meeting called to approve such transaction, or 20 days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and this Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than 20 days after this Corporation has given the first notice provided for herein or sooner than 10 days after this Corporation has given notice of any material changes provided for herein; *provided, however*, that subject to compliance with the Act such periods may be shortened or waived upon the written consent of the holders of Preferred Stock that represent a majority of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(d) Allocation of Contingent Consideration. In the event of a deemed Liquidation Event pursuant to subsection 2(c)(i), if any portion of the consideration payable to the shareholders of this Corporation is placed into escrow and/or is payable to the shareholders of this Corporation subject to contingencies, the definitive agreement with respect to such deemed Liquidation Event shall provide that the portion of such consideration that is placed in escrow and/or subject to any contingencies (the “**Contingent Consideration**”) shall be allocated among the holders of Capital Stock of this Corporation in accordance with subsections 2(a) and 2(b) as if all of consideration ultimately payable in the transaction, including the Contingent Consideration, is paid without restrictions at the time of closing the deemed Liquidation Event (so that the Contingent Consideration shall be allocated among the holders of Capital Stock of this Corporation pro rata based on the amount of such consideration otherwise payable to each shareholder pursuant to this Section 2).

3. Redemption. The Preferred Stock is not redeemable at the option of the holder thereof.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the “**Conversion Rights**”):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of this Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common

Stock as is determined by dividing the applicable Original Issue Price for such series by the applicable Conversion Price for such series (the conversion rate for a series of Preferred Stock into Common Stock is referred to herein as the “**Conversion Rate**” for such series), determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for each series of Preferred Stock shall be the Original Issue Price applicable to such series; *provided, however*, that the Conversion Price for the Preferred Stock shall be subject to adjustment as set forth in subsection 4(d).

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) the closing of this Corporation’s sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended (the “**Securities Act**”), the public offering price of which was not less than \$1.00 per share (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) and \$20,000,000 in the aggregate (a “**Qualified Public Offering**”) or (ii) the date, or the occurrence of an event, specified by vote or written consent or agreement of the holders of a majority of the then outstanding shares of Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to this Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date set forth for conversion in the written notice of the election to convert irrespective of the surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with Automatic Conversion

provisions of subsection 4(b)(ii) above, such conversion shall be deemed to have been made on the conversion date described in the shareholder consent approving such conversion, and the persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If this Corporation shall issue, on or after the date upon which these Articles of Restatement is accepted for filing by the Secretary of State of the State of Louisiana (the “**Filing Date**”), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price applicable to a series of Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price (calculated to the nearest one-thousandth of a cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by this Corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this Section 4(d)(i)(A), the term “**Common Stock Outstanding**” shall mean and include the following: (1) outstanding Common Stock, (2) Common Stock issuable upon conversion of outstanding Preferred Stock, (3) Common Stock issuable upon exercise of outstanding stock options and (4) Common Stock issuable upon exercise (and, in the case of warrants to purchase Preferred Stock, conversion) of outstanding warrants. Shares described in (1) through (4) above shall be included whether vested or unvested, whether contingent or non-contingent and whether exercisable or not yet exercisable. In the event that this Corporation issues or sells, or is deemed to have issued or sold, shares of Additional Stock that results in an adjustment to a Conversion Price pursuant to the provisions of this Section 4(d) (the “**First Dilutive Issuance**”), and this Corporation then issues or sells, or is deemed to have issued or sold, shares of Additional Stock in a subsequent issuance other than the First Dilutive Issuance that would result in further adjustment to a Conversion Price (a “**Subsequent Dilutive Issuance**”) pursuant to the same instruments as the First Dilutive Issuance, then and in each such case upon a Subsequent Dilutive Issuance the applicable Conversion Price for each series of Preferred Stock shall be reduced to the applicable Conversion Price that would have been in effect

had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(B) No adjustment of the Conversion Price for the Preferred Stock shall be made in an amount less than one-tenth of one cent per share. Except to the limited extent provided for in subsections (E)(3) and (E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

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

(D) In the case of the issuance of the Additional Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)), if any, received by this Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by this Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by this Corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to this Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the

conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

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

(ii) “**Additional Stock**” shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by this Corporation on or after the Filing Date other than:

(A) Common Stock issued pursuant to a transaction described in subsection 4(d)(iii) hereof;

(B) Shares of Common Stock issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by this Corporation’s Board of Directors;

(C) Shares of Common Stock or Preferred Stock issued to hospitals or other counterparties to contracts with the Corporation for the primary purpose of encouraging such hospitals or other counterparties to contracts to continue long-term relationships with the Corporation.

(D) Common Stock issued pursuant to a Qualified Public Offering;

(E) Common Stock issued pursuant to the conversion or exercise of convertible or exercisable securities outstanding on the Filing Date;

(F) Common Stock issued in connection with a bona fide business acquisition by this Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise;

(G) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of a decrease in the Conversion Price of any series of Preferred Stock resulting from the operation of Section 4(d);

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

(I) Shares of Common Stock issued pursuant to any equipment leasing arrangement or debt financing arrangement, which arrangement is approved by the Board of Directors and is primarily for non-equity financing purposes;

(J) Common Stock issued to persons or entities with which this Corporation has business relationships, provided such issuances are approved by the Board of Directors and are primarily for non-equity financing purposes; or

(K) Common Stock that is issued with the unanimous approval of the Board of Directors of this Corporation and the Board specifically states that it shall not be Additional Stock.

(iii) In the event this Corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as “**Common Stock Equivalents**”) without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subsection 4(d)(i)(E).

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

(e) Other Distributions. In the event this Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or

options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of this Corporation entitled to receive such distribution.

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

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

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Preferred Stock and the aggregate number of shares of Common Stock to be issued to particular shareholders, shall be rounded down to the nearest whole share and this Corporation shall pay in cash the fair market value of any fractional shares as of the time when entitlement to receive such fractions is determined. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such conversion.

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

Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Preferred Stock.

(h) Notices of Record Date. In the event of any taking by this Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, this Corporation shall mail to each holder of Preferred Stock, at least ten days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.

(i) Reservation of Stock Issuable Upon Conversion. This 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 Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, this Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Restatement.

(j) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any series of Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of majority of the outstanding shares of Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis). Any such waiver shall bind all future holders of shares of such series of Preferred Stock.

5. Voting Rights. The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and except as provided by law, shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred

Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

6. Protective Provisions. This Corporation shall not (by amendment, merger, consolidation or otherwise) without (in addition to any other vote required by law) first obtaining the approval by vote or written consent, as provided by law, of the holders of at least 61% of the then outstanding shares of Preferred Stock:

(a) consummate a Liquidation Event or effect any other merger or consolidation;

(b) amend, alter or repeal any provision of this Corporation's Articles of Restatement or bylaws so as to adversely alter or change the powers, preferences or special rights of the shares of Preferred Stock;

(c) authorize or issue any equity security (including any other security convertible into or exercisable for any such equity security) having a preference over, or being on a parity with, any series of Preferred Stock with respect to dividends, liquidation or redemption, other than the issuance of any authorized but unissued shares of Series A Preferred Stock designated in these Articles of Restatement (including any security convertible into or exercisable for such shares of Preferred Stock);

(d) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; *provided, however*, that this restriction shall not apply to (i) the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for this Corporation or any subsidiary pursuant to agreements under which this Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal; or

(e) create, or hold Capital Stock in, any subsidiary that is not wholly owned (either directly or through one or more other subsidiaries) by this Corporation, or sell, transfer or otherwise dispose of any Capital Stock of any direct or indirect subsidiary of this Corporation, or permit any direct or indirect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all of the assets of such subsidiary.

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 4, the shares so converted shall be cancelled and shall not be issuable by this Corporation. These Articles of Restatement shall be appropriately amended to effect the corresponding reduction in this Corporation's authorized Capital Stock.

8. Notices. Any notice required by the provisions of this Article IV(B) to be given to the holders of shares of Preferred Stock shall be deemed given (i) if deposited in

the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of this Corporation, (ii) if such notice is provided in another manner then permitted by the Act.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of this Corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this Corporation, the assets of this Corporation shall be distributed as provided in Section 2 of Article IV(B).

3. Redemption. The Common Stock is not redeemable at the option of the holder.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law; *provided, however*, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Articles of Restatement that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Articles of Restatement or pursuant to the Act. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of 61% of the stock of this Corporation entitled to vote.

ARTICLE V

The Corporation elects to have preemptive rights.

ARTICLE VI

Except as otherwise provided in these Articles of Restatement or by law, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal any or all of the bylaws of this Corporation.

ARTICLE VII

The number of directors of this Corporation shall be five (5).

ARTICLE VIII

Elections of directors need not be by written ballot unless the bylaws of this Corporation shall so provide.

ARTICLE IX

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

ARTICLE X

A. This Corporation accepts the protection of its past, present, and future directors and officers against liability for money damages that is provided by R.S. 12:1-832. In the event R.S. 12:1-832 is hereafter amended, supplemented, or replaced by one or more other statutes affording a greater measure of protection of directors or officers of Louisiana business corporations than does R.S. 12:1-832, the directors and officers of this Corporation shall be entitled to the benefit of such greater measure of protection to the fullest extent permitted by law from time to time in effect.

B. Except as prohibited by law, this Corporation shall have authority to indemnify its past, present, and future directors and officers for liability, as defined in R.S. 12:1-850(3), to any person for any action taken, or any failure to take any action, as a director or officer, including without limitation liability from which the director or officer is protected by R.S. 12:1-832. The Board of Directors of this Corporation shall have power to authorize this Corporation to enter into contracts from time to time with one or more of its past, present, or future directors or officers (including the directors who authorized the contracts) agreeing to indemnify them for liability up to the greatest extent permitted by law.

C. A director or officer of this Corporation shall be deemed to have met the relevant standard of conduct set forth in R.S. 12:1-851(A)(2), and therefore entitled to automatic indemnification, upon a determination by special legal counsel pursuant to R.S. 12:1-855B(2) that, with respect to the proceeding for which indemnification has been requested (or with respect to any claim, issue, or matter therein) the director or officer engaged in conduct for which liability has been eliminated under R.S. 12:1-832.

ARTICLE XI

The name and address of the incorporator is: Charles Spencer, 701 Laurel Street, in the City of Baton Rouge, Parish of East Baton Rouge, Louisiana 70802.

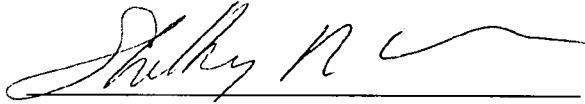
ARTICLE XII

This Corporation reserves the right to amend, change or delete any provision contained in these Articles of Restatement, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Restatement have been executed by a duly authorized officer of this Corporation on this 7 day of March, 2017.

HARMONIQ HEALTH SYSTEMS CORPORATION



By: Shelley Detwiller DiGiacomo

Its: Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 7th day of March, 2017, before me, the undersigned Notary Public, personally appeared Oscar Diaz, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same for the purposes therein contained.

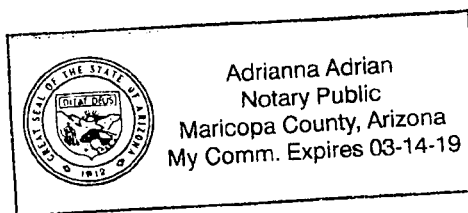
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

My Commission Expires:

03/14/19



HARMONIQU HEALTH SYSTEMS CORPORATION

ARTICLES OF CHARTER SURRENDER

HarmoniQ Health Systems Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Louisiana Business Corporations Act (the "Act"),

DOES HEREBY CERTIFY THAT:

FIRST: The Corporation is named HarmoniQ Health Systems Corporation.

SECOND: These Articles of Charter Surrender are being filed in connection with the domestication of the Corporation in the State of Delaware (the "Domestication").

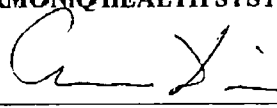
THIRD: The Domestication was duly approved by the consent of the holders of the majority of the Corporation's Common Stock and Series A Preferred Stock, voting together as a single class.

FOURTH: The Corporation's jurisdiction of incorporation following the Domestication is the State of Delaware.

[Signature on following page]

IN WITNESS WHEREOF, these Articles of Charter Surrender have been executed by a duly authorized officer of this Corporation on this 31st day of July, 2017.

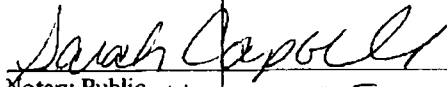
HARMONIQ HEALTH SYSTEMS CORPORATION


By: Oscar Diaz
Its: Chairman and CEO

STATE OF LOUISIANA)
County of ORLEANS) ss.
PARISH)

On this, the 31st day of JULY, 2017, before me, the undersigned Notary Public, personally appeared Oscar Diaz, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public #136225

My Commission Expires:

6.30.2020

EXP 6.30.2020

Sarah Campbell

Tom Schedler Secretary of State DOMESTIC CORPORATION ANNUAL REPORT For Period Ending 12/17/2016		 41726590D 2016				
Mailing Address Only (INDICATE CHANGES TO THIS ADDRESS IN THIS BOX) 41726590 D HARMONIQ HEALTH SYSTEMS CORPORATION C/O CAPITOL CORPORATE SERVICES, INC. 1515 POYDRAS ST., SUITE 2440 NEW ORLEANS, LA 70112		(INDICATE CHANGES TO THIS ADDRESS IN THIS BOX) Registered Office Address in Louisiana (Do not use P. O. Box) 1515 POYDRAS ST. SUITE 2440 NEW ORLEANS, LA 70112 <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;"> Issued Shares, if any: ☒ Common Share; 3,680,000 Series A Preferred Shares <u>625</u> </td> <td style="width: 30%;"> Federal Tax ID Number </td> </tr> </table>		Issued Shares, if any: ☒ Common Share; 3,680,000 Series A Preferred Shares <u>625</u>	Federal Tax ID Number	
Issued Shares, if any: ☒ Common Share; 3,680,000 Series A Preferred Shares <u>625</u>	Federal Tax ID Number					
Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. A NEW REGISTERED AGENT REQUIRES A NOTARIZED SIGNATURE. CAPITOL CORPORATE SERVICES, INC. 8550 UNITED PLAZA BUILDING II, STE. 305 BATON ROUGE, LA 70809 3,680,124						
I hereby accept the appointment of registered agent(s).		Sworn to and subscribed before me on NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #				
New Registered Agent Signature		Notary Signature				
Date						
This report reflects a maximum of three officers or directors from our records for this corporation. Indicate any changes or deletions below. Include a listing of all names along with each title held and their address. Do not use a P. O. Box. If additional space is needed attach an addendum.						
<table style="width: 100%;"> <tr> <td style="width: 50%;"> OSCAR DIAZ 8080 EAST VIA DEL SOL DRIVE SCOTTSDALE, AZ 85255 HENRY MILLER 909 POYDRAS STREET, SUITE 1400 NEW ORLEANS, LA 70112 SHELLEY DETWILLER DIGIACOMO 99 E. VIRGINIA AVENUE SUITE 220 PHOENIX, AZ 85004 </td> <td style="width: 50%; vertical-align: top;"> Director, President Director Secretary </td> </tr> </table>				OSCAR DIAZ 8080 EAST VIA DEL SOL DRIVE SCOTTSDALE, AZ 85255 HENRY MILLER 909 POYDRAS STREET, SUITE 1400 NEW ORLEANS, LA 70112 SHELLEY DETWILLER DIGIACOMO 99 E. VIRGINIA AVENUE SUITE 220 PHOENIX, AZ 85004	Director, President Director Secretary	
OSCAR DIAZ 8080 EAST VIA DEL SOL DRIVE SCOTTSDALE, AZ 85255 HENRY MILLER 909 POYDRAS STREET, SUITE 1400 NEW ORLEANS, LA 70112 SHELLEY DETWILLER DIGIACOMO 99 E. VIRGINIA AVENUE SUITE 220 PHOENIX, AZ 85004	Director, President Director Secretary					
Our records indicate the following addresses for the corporation. Indicate any changes below. Principal office address (Do not use a P. O. Box): 1515 POYDRAS ST. SUITE 2440 NEW ORLEANS, LA 70112						
The filing of a false public record, with the knowledge of its falsity, is a crime, subjecting the filer to the fine or imprisonment or both under R.S. 14:133.						
SIGN →	To be signed by an officer, director or agent Signee's address 99 E. Virginia Ave. # 220 Phoenix AZ	Title Secretary	Phone 480.294.8896	Date 11/10/17		
	Email Address Shelley@ddplegal.com		(For Office Use Only)			
<table style="width: 100%;"> <tr> <td style="width: 50%;"> Enclose filing fee of \$30.00 ^{8:50 PM} Make remittance payable to Secretary of State Do Not Send Cash Do Not Staple web site: www.sos.louisiana.gov </td> <td style="width: 50%;"> Return by: 12/17/2016 To: Commercial Division P. O. Box 94125 Baton Rouge, LA 70804-9125 Phone (225) 925-4704 </td> </tr> </table>					Enclose filing fee of \$30.00 ^{8:50 PM} Make remittance payable to Secretary of State Do Not Send Cash Do Not Staple web site: www.sos.louisiana.gov	Return by: 12/17/2016 To: Commercial Division P. O. Box 94125 Baton Rouge, LA 70804-9125 Phone (225) 925-4704
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DO NOT STAPLE				3		

UNSIGNED REPORTS WILL BE RETURNED