

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF DEEPSHIELD SYSTEMS, INC.**

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

DeepShield Systems, Inc., a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law (the "DGCL"),

DOES HEREBY CERTIFY:

The current name of this corporation is DeepShield Systems, Inc. (the "Corporation"), and the name under which the Corporation was originally incorporated was DeepShield Systems, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 15, 2016.

This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the DGCL and restates, integrates, and further amends the provisions of the Corporation's Certificate of Incorporation.

The text of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

**ARTICLE I - NAME**

The name of the corporation is DeepShield Systems, Inc.

**ARTICLE II - REGISTERED OFFICE**

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

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE IV - CAPITAL STOCK**

A. The total number of shares of capital stock which the Corporation shall have authority to issue is Forty Million (40,000,000), consisting of:

Thirty Million (30,000,000) shares of Common Stock, par value \$0.001 per share ("Common Stock"); and

Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share ("Preferred Stock").

B. The Board of Directors is authorized to establish, from time to time, one or more series of Preferred Stock, with such designations, powers, preferences, rights, qualifications, limitations, and restrictions as the Board may determine.

C. Seven Million (7,000,000) shares of the authorized Preferred Stock are hereby designated "Series A Preferred Stock" with the following rights, preferences, powers, privileges, and restrictions:

Dividend Rights: Annual dividend rate of 8% of Original Issue Price

Liquidation Preference: 1x Original Issue Price plus declared but unpaid dividends

Conversion Rights: Initially convertible into Common Stock on a 1:1 basis

Voting Rights: Votes together with Common Stock on an as-converted basis

## **ARTICLE V - BOARD OF DIRECTORS**

A. The number of directors constituting the Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

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

## **ARTICLE VI - LIMITATION OF DIRECTOR LIABILITY**

To the fullest extent permitted by the DGCL, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

## **ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to its directors, officers, employees, and agents to the fullest extent permitted by the DGCL.

## **ARTICLE VIII - AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

## **ARTICLE IX - INCORPORATOR**

The name and mailing address of the incorporator is James Morrison, 100 Technology Drive, Suite 400, San Francisco, CA 94105.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 15th day of June, 2023.

DEEPSHIELD SYSTEMS, INC.

By: /s/ Dr. Marcus Chen

Name: Dr. Marcus Chen

Title: Chief Executive Officer

[Corporate Seal]

Attest:

/s/ Robert Kessler

Name: Robert Kessler

Title: Secretary