

**CERTIFICATE OF INCORPORATION
OF
IMMUNO, INC.**

I, the undersigned natural person acting as an incorporator of a corporation (the “Corporation”) under the General Corporation Law of the State of Delaware (the “DGCL”), do hereby adopt the following Certificate of Incorporation (the “Certificate”) for the Corporation:

ARTICLE I: NAME

The name of the Corporation is Immuno, Inc.

ARTICLE II: REGISTERED OFFICE AND AGENT

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

ARTICLE III: PURPOSES

The purposes for which this Corporation is organized are to engage in any lawful activity within the purposes for which corporations may be organized under the DGCL.

ARTICLE IV: CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.0001 par value per share. Each share of Common Stock shall be entitled to one vote.

ARTICLE V: INCORPORATOR

The names and mailing address of the incorporators are: Alan F. List, Yvette M. Tremonti, and L. David de la Parte, c/o H. Lee Moffitt Cancer Center & Research Institute, Inc., 12902 USF Magnolia Drive, Tampa, FL 33612.

ARTICLE VI: PERIOD OF EXISTENCE

The Corporation will have perpetual existence.

ARTICLE VII: BOARD OF DIRECTORS

The number of directors will be fixed by, or in the manner provided in, the Bylaws of the Corporation.

ARTICLE VIII: ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS

A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation

from liability is not permitted under the DGCL as in effect at the time such liability is determined. No amendment or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE IX: CORPORATE OPPORTUNITY

To the maximum extent permitted from time to time under the law of the State of Delaware, this Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees or former employees of the Corporation or one of its subsidiaries. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal. To the fullest extent permitted by law, any Person purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this paragraph. As used herein, "Person" shall mean any individual, corporation, general or limited partnership, limited liability company, joint venture, trust association or any other entity.

ARTICLE X: MEETINGS AND CORPORATE RECORDS

Meetings of the stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE XI: AMENDMENTS TO THE CERTIFICATE

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in any manner now or hereafter prescribed by the DGCL, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XII: AMENDMENTS TO BYLAWS

In furtherance and not in limitation of the powers conferred by the DGCL, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

[Signature Page Follows]

THE UNDERSIGNED INCORPORATOR, for the purposes of forming the Corporation, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts here stated are true and accordingly has set his hand on , 2019.

By: _____

Name: L. David de la Parte, Esq.

Title: Authorized Person