

AMENDED AND RESTATED BYLAWS

of

DOSEID CONSORTIUM, INC.
(the "Corporation")

a Delaware nonstock corporation

Article I. Offices

Section 1.1 Registered Office. The address of the Corporation's initial registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, New Castle County, DE 19808. The name of the Corporation's initial registered agent at such address is Corporation Service Company.

Section 1.2 Other Offices. The Corporation may have such other offices, either within or without the State of Delaware, as the board of directors of the Corporation (the "Board of Directors" or "Board") may from time to time determine or the business of the Corporation may require.

Article II. Members

Section 2.1 Members (a) The Corporation shall have one (1) class of voting members, which shall be composed of those organizations that are admitted to voting membership from time to time by the Board of Directors (the "Members"). This class of membership shall be open to any organization related to the pharmaceutical and pharmacy automation industry that is interested in supporting the operation of the Corporation. The Board must approve the admittance of a new Member. Each Member may appoint a voting representative to any working group or committee of the Corporation. Any such Member that has been determined by the Board to be admitted to voting membership will be admitted to voting membership upon its acceptance of membership, satisfaction of any membership criteria and commitments set from time to time by the Board, and payment of all applicable dues and assessments.

(b) Nonvoting Members. The Corporation may have a class nonvoting members ("Nonvoting Members") who are interested in supporting the operation of the Corporation. Nonvoting Members shall not have the rights or responsibilities of Members under Delaware General Corporation Law or these amended and restated bylaws of the Corporation ("Bylaws") but may participate in a working group or committee of the Corporation, as determined by the Board of Directors.

(c) Resignation, Suspension, and Removal. Any Member may resign upon not less than sixty (60) days prior written notice to the Board of Directors. The Board of Directors may suspend the voting rights of any Member that fails to pay any dues or assessments by their due date, and any such suspension shall remain in effect until such dues and assessments are brought current. The Board of Directors may remove a Member at any time, with or without cause.

(d) Transfer of Membership. Membership in the Corporation is not transferrable or assignable without the affirmative vote of two-thirds of the directors then in office, and may not be encumbered and any attempt to do so will be null and void.

Section 2.2 No Membership Interests. The Corporation shall have no authority to issue membership interests as that term is defined in the Delaware General Corporation Law, as the same now exists or may hereafter be amended, and no member shall be entitled to a membership interest.

Article III. Meetings of Members

Section 3.1 Regular Meetings. Regular meetings of the Members may be held as often as established by resolution of the Board of Directors, as required by the business and affairs of the Corporation, or as required by law or these Bylaws.

Section 3.2 Special Meetings. Special meetings of the Members may be called by the chair of the Board of Directors or president. Special meetings of the Members shall be called by the chair of the Board of Directors or president upon the written request of no fewer than twenty-five percent (25%) of (i) the Members or (ii) the directors then in office.

Section 3.3 Place of Meeting and Electronic Participation. The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any regular or special meeting of the Members. The Board of Directors may, in its sole discretion, determine that a meeting shall not be held at a designated place, but may be held by means of remote communication as authorized by Sections 211(a) and 215 of the Delaware General Corporation Law, as the same now exists or may hereafter be amended. Any or all of the Members may participate in a meeting by means of conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.4 Notice of Meetings. Written notice stating the place (if there is one), day, and hour (and the means of remote communications, if any) of any meeting of the Members shall be delivered, either personally, by mail, or by email, to each Member, not less than ten (10) or more than sixty (60) days before the date of such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 3.5 Written Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 3.6 Quorum; Adjourned Meetings. The Members holding a majority of the votes which may be cast at any meeting, present in person or represented by proxy, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Members, a majority of the members present in person or represented by proxy may adjourn the meeting from time to time without further notice, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.7 Proxies. At any meeting of the Members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact.

No proxy shall be valid after three (3) years from the date of its execution, unless otherwise provided in the proxy.

Section 3.8 Required Vote. A majority of the votes entitled to be cast on any matter to be voted upon by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

Article IV. Directors

Section 4.1 General Authority. Except as provided herein, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors which may exercise all powers of the Corporation and do such other lawful acts and things as are not directed or required by statute, the certificate of incorporation, or these Bylaws to be exercised or done by the Members, or other person or persons.

Section 4.2 Number and Qualification of Directors. The minimum number of directors on the Board of Directors shall be five (5) and shall consist of at least one (1) representative of the pharmaceutical industry and at least one (1) representative from the automated pharmaceutical inventory management industry.

Section 4.3 Term of Office and Timing of Appointment/Election. Each director shall serve a term of three (3) years or until the earlier of (i) his or her resignation, incapacity, removal or death or (ii) the Member of which he or she is a representative ceases to be a Member or is suspended. If the appointment or election of directors is not held on the date designated therefor, such appointment or election shall take place as soon thereafter as convenient.

Section 4.4 Vacancies. Whenever a vacancy exists on the Board of Directors, whether by death, resignation, removal, or otherwise, the vacancy shall be filled by the Board of Directors. A director that fills a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws.

Section 4.5 Resignation. Any director may resign from office at any time upon giving written notice to the secretary of the Corporation. Any such resignation shall take effect at the time it specifies or, if the time is not specified, upon (but not before) receipt, and the acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective.

Section 4.6 Removal. A director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors then in office.

Section 4.7 Meetings and Electronic Participation. (a) Meetings of the Board of Directors may be held at any place within or without the State of Delaware. A meeting of the Board of Directors for the appointment of officers and the transaction of any other business that may come before the Board of Directors shall be held no less frequently than annually. The Board of Directors may fix times and places for meetings of the Board of Directors, and, in such circumstances, no further notice of such meetings need be given. A special meeting of the Board of Directors shall be held whenever called by the chair of the Board of Directors or president or by a majority of directors at such time and place, if any, as shall be specified in the notice or waiver thereof. Notice of each special meeting shall be delivered, either personally, by mail, or by email, to each director, not less than three (3) days before the date of such meeting.

(b) Directors may participate in a meeting of such Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this sentence shall constitute presence in person at such meeting.

Section 4.8 Quorum and Voting. (a) A majority of the directors then in office shall constitute a quorum for the transaction of business. If there is less than a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting from time to time, and no further notice thereof need be given other than announcement at the meeting which shall be so adjourned. Except as otherwise provided by law or by these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(b) There shall be no voting by proxy.

Section 4.9 Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board.

Section 4.10 Compensation. Directors shall serve without compensation, except that they shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as determined by the Board of Directors within the annual budget approved by the Board of Directors and reasonable compensation for services provided to the Corporation in any capacity other than as a director, subject to the Conflict of Interest Policy of the Corporation. The provisions of this Section 4.10 shall not in any way limit the reimbursement of or payment for services provided to the Corporation by any organization with which a director is affiliated.

Section 4.11 Committees of the Board of Directors. (a) The Board of Directors may designate one (1) or more committees of the Board of Directors, each committee to consist of one (1) or more directors of the Corporation. Any such committee, to the extent provided by the Board, shall have and may exercise all the powers and authority of the Board of Directors, except as provided by law.

Section 4.12 Nonvoting Advisory Committees. The Board of Directors may from time to time establish one or more nonvoting advisory committees as the Board of Directors shall deem advisable or desirable, including working groups and technical committees. Each such committee shall have such composition, role, and eligibility requirements, not inconsistent with these Bylaws, as the Board of Directors shall from time to time prescribe. At no time, however, shall any such committee exercise any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation.

Section 4.13 Chair. The Board may elect one director as chair of the Board of Directors to serve at the pleasure of the Board for a three-year term. The chair of the Board may serve consecutive terms if so elected by the Board of Directors. The chair of the Board shall preside at all meetings of the Board at which he or she is present, and shall perform such other duties as may be required of him or her by the Board, including, but not limited to, developing the agenda for Board meetings, sending periodic reports on the progress of the Corporation, and otherwise ensuring that the overall working plans for the Corporation, as determined by the Board, are operationalized.

Article V. Officers, Agents and Employees

Section 5.1 Officers. The officers of the Corporation shall be a president, a secretary, a treasurer, and such other officers with such titles and duties as shall be stated in these Bylaws or as may be determined by the Board of Directors.

Section 5.2 Removal of Officer, Agent or Employee. Any officer, agent or employee of the Corporation may be removed by the Board of Directors with or without cause at any time, and the Board of Directors may delegate such power of removal with respect to officers, agents and employees. Such removal shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent or employee of the Corporation shall not of itself create contract rights.

Section 5.3 President. The president shall have all powers and duties that are generally incident to the position of president of a corporation and all such further powers and duties as may be assigned to him or her by the Board of Directors, including exercising direction and control over the day-to-day management of the Corporation. The president may vote the stock or other securities of any domestic or foreign corporation that may at any time be owned by the Corporation, may execute any stockholders' or other consents in respect thereof and may in his or her discretion delegate such powers by executing proxies, or otherwise, on behalf of the Corporation.

Section 5.4 Treasurer. The treasurer shall have all powers and duties generally incident to the position of treasurer of a corporation, including being in charge of all funds of and securities owned by the Corporation and overseeing the care and custody of the books and records of account of the Corporation. The treasurer may endorse (or cause to have endorsed) all commercial documents requiring endorsements for or on behalf of the Corporation and may sign (or cause to have signed) all receipts and vouchers for payments made to the Corporation. The treasurer shall have all such further powers and duties as may be assigned to him or her by the Board of Directors.

Section 5.5 Secretary. The secretary, if any, shall have all powers and duties generally incident to the position of secretary of a corporation, including recording, or causing to be recorded, all proceedings of meetings of the Board of Directors and any meetings of the Members in a book or books kept for that purpose and filing, or causing to be filed, in such book(s) all written consents of the directors or Members to any action taken without a meeting. The secretary shall attend to the giving and serving of all notices of the Corporation. The secretary shall have charge of such books and papers as the president or Board of Directors may from time to time direct. The secretary shall have all such further powers and duties as may be assigned to him or her by the Board of Directors.

Article VI. Certification Program

Section 6.1 The Corporation will establish a certification program and supportive standards for industry participants to demonstrate that such industry participants comply with standards promulgated by the Corporation for the use of RFID technology in labelling and tracking pharmaceutical products ("DoseID Program"). The DoseID Program certification of inlay quality & performance shall be performed by Arc Lab and all data for pharmaceutical products shall be registered centrally in the Kit Check Registry. Any additions or changes to the DoseID Program must be approved as changes to the bylaws.

Article VII. Miscellaneous

Section 7.1 Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of all meetings of its Board of Directors and any other committees of the Board of Directors.

Section 7.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 7.3 Dues and Assessments. (a) The Board of Directors shall determine the amount of annual dues payable to the Corporation by the Members. Annual dues shall be assessed by the Corporation on a calendar year basis.

(b) The Board of Directors may from time to time assess such special dues or assessments as may be desirable or necessary to carry out the business and affairs of the Corporation.

Section 7.4 Interested Officers or Directors. Any contract or transaction between this Corporation and one or more of its directors or officers, or between this Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, will be governed by the Conflict of Interest Policy of the Corporation.

Article VIII. Waiver of Notice

Section 8.1 Waiver of Notice. Whenever notice is required to be given by statute, under any provision of the certificate of incorporation or by these Bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a Member at a meeting of the voting members or a director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except when such Member or director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

Article IX. Indemnification

Section 9.1 Indemnification. (a) The Corporation shall indemnify each director, officer, employee, and agent of the Corporation who is a natural person, and/or his or her heirs, executors, or administrators, by reason of the fact that he or she is or was serving as a director, officer, employee, or agent of the Corporation, to the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended,

(i) against all expenses (including attorneys' and other experts' fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, or investigative, or in connection with any appeal therein, or otherwise, to the extent directly arising from, or in connection with, his or her serving the Corporation, and

(ii) against all expenses (including attorneys' and other experts' fees and disbursements) actually and reasonably incurred by him or her in connection

with the defense or settlement of any action or suit by or in the right of the Corporation, or in connection with any appeal therein, or otherwise; and

no provision of these Bylaws is intended to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, upon the Corporation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, or any other law now or hereafter in effect.

(b) No indemnification or advancement of expenses shall be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omission to act, were material to the cause of action so adjudicated and constitute a violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful.

Section 9.2 Determinations. If and to the extent such indemnification shall require a determination whether or not the relevant person met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, such determination shall be made expeditiously at the cost of the Corporation after a request for the same from the person seeking indemnification. If indemnification is to be given or an advance of expenses is to be made upon a determination by independent legal counsel, such counsel may be the regular counsel to the Corporation. In rendering such opinion, such counsel shall be entitled to rely upon statements of fact furnished to them by persons reasonably believed by them to be credible, and such counsel shall have no liability or responsibility for the accuracy of the facts so relied upon. The fees and disbursements of counsel engaged to render such opinion may be paid by the Corporation whether or not such counsel ultimately are able to render the opinion that is the subject of their engagement.

Section 9.3 Other Rights. The indemnification and advancement of expenses provided herein shall not be deemed to be exclusive of any other rights to which persons seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, or otherwise, including rights under any insurance policy that may be purchased by the Corporation.

Section 9.4 Insurance. The Corporation may purchase and maintain, to the fullest extent permitted by the laws of the State of Delaware, as they presently exist or may hereafter be amended, insurance on behalf of any director, officer, employee, or agent of the Corporation and any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her or incurred by him or her in any capacity or status.

Section 9.5 No Retroactive Effect. Any repeal, amendment, or alteration of this Article VIII that reduces or limits the indemnification of the persons referred to herein shall apply prospectively only and shall not be given retroactive effect.

Article X. Amendments

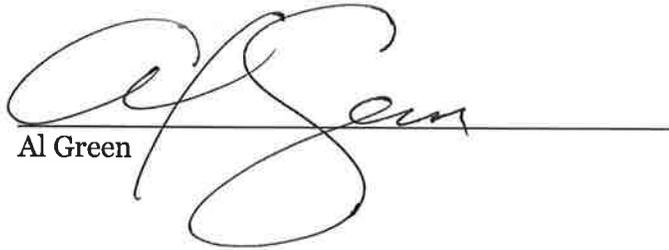
Section 10.1 Amendments. These Bylaws or any of them may be altered, amended, or repealed, and new Bylaws may be adopted, at any meeting of the directors by the affirmative two-thirds (2/3) vote of the directors then in office; provided, however, that no such alteration, amendment, repeal, or adoption shall take effect until approved by two-thirds (2/3) of the Members; provided, further, that notwithstanding the foregoing, no alteration, amendment, repeal, or adoption affecting Article II shall take effect until approved by two-thirds of the Members; and provided, finally, that notwithstanding the foregoing, no alteration, amendment, repeal, or adoption affecting any other provision of these Bylaws that by its terms specifies a quorum or voting requirement greater than the foregoing shall take effect until approved consistent with such quorum and voting requirement.

* * * * *

CERTIFICATE OF SECRETARY

I, Al Green, secretary of DoseID Consortium, Inc. (the "Corporation"), do hereby certify that the foregoing is a true and complete copy of the amended and restated bylaws of this Corporation as submitted to and adopted by, the Board of Directors on March 30, 2021.

IN WITNESS WHEREOF, I have hereunder subscribed my name on this 1 day of April, 2021.


Al Green