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# Delaware The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT

COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SPACE PARENT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "EPTURA, INC." UNDER THE NAME OF "EPTURA,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON
THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2022, AT 11:52 O'CLOCK
A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2022 AT 9:10 O'CLOCK A.M.



Authentication: 205218397

Date: 12-29-22

2262223 8100M SR# 20224401465

## CERTIFICATE OF OWNERSHIP

State of Delaware Secretary of State Division of Corporations Delivered 11:52 AM 12/29/2022 FILED 11:52 AM 12/29/2022 SR 20224401465 - File Number 2262223

### **MERGING**

SPACE PARENT, INC. (a Delaware corporation)

**INTO** 

EPTURA, INC. (a Delaware corporation)

\*\*\*\*\*

(In accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware)

\* \* \* \* \* \* \*

The undersigned, on behalf of Space Parent, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desires to merge with and into Eptura, Inc., a Delaware corporation (the "Subsidiary"), pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware,

### **DOES HEREBY CERTIFY:**

**FIRST:** The Corporation was incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware on April 12, 2021.

**SECOND:** The Corporation owns 100% of the capital stock of the Subsidiary, a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware on May 6, 1991.

**THIRD:** The board of directors of the Corporation duly adopted resolutions on December 29, 2022, as set forth below approving the merger of the Corporation with and into the Subsidiary (the "Merger"):

WHEREAS, the Corporation is the sole holder of all of the issued and outstanding shares of capital stock of Eptura, Inc., a corporation organized and existing under the laws of State of Delaware (the "Subsidiary");

WHEREAS, the Corporation desires to be merged with and into the Subsidiary, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary; and

WHEREAS, the Board deems it advisable and in the Corporation's best interest that the Corporation be merged with and into the Subsidiary, with the Subsidiary remaining as the surviving entity (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger be and hereby is authorized and approved.

FURTHER RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger, dated as of the date hereof (the "Merger Agreement"), by and between the Corporation and the Subsidiary, substantially in the form reviewed by the undersigned, and the Corporation's performance of its obligations under the Merger Agreement be, and are hereby, in all respects, approved.

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Financial Officer, Treasurer and Secretary (the "Authorized Officers") be, and each hereby is, directed to make and execute the Merger Agreement and a Certificate of Ownership and Merger, to be filed with the office of the Secretary of State of Delaware, with such changes therein or modifications thereto as such Authorized Officers shall in their sole discretion deem necessary, proper or advisable.

FURTHER RESOLVED, that the Merger, upon filing of the Certificate of Merger with the Secretary of State of the State of Delaware, shall be effective December 31, 2022 at 9:10 a.m. ET with the Secretary of State of the State of Delaware (the "Effective Time").

FURTHER RESOLVED, that the Merger and the Merger Agreement are each hereby recommended by the Board to the stockholder of the Corporation for its consideration, adoption and approval.

**FOURTH:** The Merger has been approved by the sole stockholder of the issued and outstanding shares of stock of the Corporation by duly adopted resolutions on December 29, 2022.

**FIFTH:** That anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the board of directors of the Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

**SIXTH:** The Merger, upon filing of the Certificate of Merger with the Secretary of State of the State of Delaware, shall be effective December 31, 2022 at 9:10 a.m. ET with the Secretary of State of the State of Delaware (the "Effective Time").

**SEVENTH:** Upon the Effective Time, the issued and outstanding shares of capital stock of the Corporation shall by virtue of the Merger and without any action on the part of the holder thereof, be surrendered and extinguished..

\* \* \* \* \* \*

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate to be signed by an authorized officer this 29th day of December, 2022.

# **SPACE PARENT, INC.**

By: /s/ Brandon Holden

Name: Brandon Holden

Title: Chief Executive Officer and President