

Exhibit 11b.1: CerpassRX Restated Certificate of Incorporation

Delaware

The First State

Page 1

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 RESTATED CERTIFICATE OF "CERPASSRX HOLDING
COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY,
A.D. 2023, AT 12:17 O`CLOCK P.M.

CONFIDENTIAL
Lotus
BADAMS@POLSINELLI.COM
Tuesday, July 8, 2025 3:39:07 PM



6714963 8100
SR# 20233052646

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203798178
Date: 07-21-23

HCMO_CERPASSRX_000001

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:17 PM 07/21/2023
FILED 12:17 PM 07/21/2023
SR 20233052646 - File Number 6714963

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CERPASSRX HOLDING COMPANY**

CerpassRX Holding Company, a Delaware corporation, hereby certifies that:

1. The name of the corporation is CerpassRX Holding Company. The corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on April 4, 2022 under the name "CerpassRX Holding Company".

2. This Amended and Restated Certificate of Incorporation of the corporation attached hereto as Exhibit A, which is incorporated herein by this reference, and which restates, integrates and further amends the provisions of the Certificate of Incorporation of this corporation as previously amended or supplemented, has been duly adopted by the corporation's Board of Directors and a majority of the corporation's outstanding stock in accordance with Sections 242 and 254 of the General Corporation Law of the State of Delaware, with the approval of the corporation's stockholders having been given by written consent without a meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware.

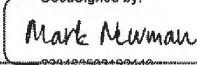
[Signature Page Follows]

CONFIDENTIAL
Lotus
ADAMS@POLSINELLI.COM
Thursday, July 8, 2025 3:39:07 PM

HCMO_CERPASSRX_000002

IN WITNESS WHEREOF, said corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

Dated: July 21, 2023

By: 
Name: Mark Newman
Its: Executive Vice President

CONFIDENTIAL
Lotus
BADAMS@POLSINELLI.COM
Tuesday, July 8, 2025 3:39:07 PM

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CERPASSRX HOLDING COMPANY

ARTICLE I.

The name of this corporation is CerpasRX Holding Company (the “*Corporation*”).

ARTICLE II.

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

ARTICLE III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time (the “*DGCL*”).

ARTICLE IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One Thousand (1,000), each having a par value of \$0.0001.

ARTICLE V.

Section 5.1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

Section 5.2. The Board of Directors of the Corporation shall be divided into two classes of directors, hereby designated as Class 1 and Class 2. With respect to each matter submitted to a vote of the Board of Directors, the Class 1 directors will each have five (5) votes and the Class 2 directors will each have one (1) vote. If at any time there are fewer than three (3) Class 1 directors on the Board of Directors, the remaining Class 1 directors shall be entitled to vote the five (5) votes attributable to each vacant Class 1 director seat.

ARTICLE VI.

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

ARTICLE VII.

Election of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII.

No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided that this Article VIII shall not eliminate or limit the liability of a director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which such director derives an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

ARTICLE IX.

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the DGCL, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE X.

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, and all rights conferred on stockholders herein are granted subject to this reservation, provided that no amendment, alteration, change or repealment shall eliminate or reduce the effect of Article VIII or Article IX hereof in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for Article VIII or Article IX hereof, would accrue or arise, prior to such amendment, alteration, change or repealment.