

JUN 18 2007

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AUTEKBIO, INC.**

The undersigned, Julius Li and Ronghao Li, hereby certify as follows:

A. They are the duly elected and acting Chief Executive Officer and Secretary, respectively, of AutekBio, Inc. (the "Corporation").

B. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

1. NAME OF CORPORATION.

The name of the Corporation is AutekBio, Inc..

2. PURPOSE.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

3. INTENTIONALLY DELETED.

4. CAPITAL STRUCTURE.

4.1 Classes of Stock. The Corporation is authorized to issue two (2) classes of stock to be designated, respectively, Common Stock and Preferred Stock. The total number of shares which the Corporation is authorized to issue is fifty-five million (55,000,000) shares, of which forty-five million (45,000,000) shares shall be Common Stock (the "Common Stock") and ten million (10,000,000) shares shall be Preferred Stock (the "Preferred Stock").

4.2 Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by these Articles of Incorporation, shall be divided into series. The first series shall consist of ten million (10,000,000) shares and is designated "Series A Preferred Stock" (the "Series A Preferred Stock"). The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock are set forth below in the subparagraphs to this Section 4 (Capital Structure).

4.2.1 Dividend Rights of Series A Preferred Stock.

(a) Amount and Priority of Dividend. The holders of shares of Series A Preferred Stock shall be entitled to receive dividends, when and if declared and paid by the Board of Directors, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend on the Common Stock of the Corporation, at the rate of eight percent (8%) of the Original Issue Price per annum on each outstanding share of Series A Preferred Stock (as adjusted for any stock dividends, stock splits, recapitalizations or the like) or,

if greater (as determined on a per annum basis and on an as-converted basis for the Series A Preferred Stock), an amount equal to the amount paid on any other outstanding shares of the Corporation. The Original Issue Price of the Series A Preferred Stock shall be twelve and one half cents (\$0.125) (the "**Original Issue Price**"). If dividends are not declared and paid, dividends shall be noncumulative and shall not accrue. No dividends shall be paid on any Common Stock of the Corporation during any fiscal year of the Corporation until dividends at the rate of eight percent (8%) of the Original Issue Price per annum on each outstanding share of Series A Preferred Stock (as adjusted for any stock dividends, stock splits, recapitalizations or the like) shall have been paid or declared and set apart during that fiscal year. No dividends shall be paid on any share of Common Stock unless a dividend is paid with respect to all outstanding shares of Series A Preferred Stock in an amount for each such share of Series A Preferred Stock equal to or greater than the aggregate amount of such dividends for all shares of Common Stock into which each such share of Series A Preferred Stock could then be converted.

(b) Distributions. In the event the Corporation shall declare a distribution (other than pursuant to subparagraph 4.2.2 (Preference On Liquidation And Reorganization) payable in: (i) securities of the Corporation or other persons; (ii) evidences of indebtedness issued by the Corporation or other persons; (iii) assets (excluding cash dividends), or (iv) options or rights to purchase any such securities or evidences of indebtedness, then in each case the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such distribution as though the holders of the Series A Preferred Stock were the holders of the number of shares of Common Stock into which the shares of Series A Preferred Stock of such holders were then convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

4.2.2 Preference on Liquidation and Reorganization.

(a) Distribution on Liquidation. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of Common Stock by reason of the ownership of such holders of such Series A Preferred Stock, first: (i) an amount per share equal to the sum of: (A) the Original Issue Price as adjusted to reflect any share split, dividend, combination, reclassification or similar event involving the Series A Preferred Stock, including adjustments made pursuant to subparagraph 4.2.3(c) (Conversion Price Adjustments Of Series A Preferred Stock); and (B) any declared but unpaid dividends thereon; and then (ii) the remaining assets of this Corporation available for distribution to shareholders shall be distributed among the holders of Series A Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming full conversion of all such Series A Preferred Stock). If, upon any such liquidation, dissolution, or winding up, the assets of the Corporation shall be insufficient to make payment in full to all holders of Series A Preferred of the liquidation preference set forth in subparagraph 4.2.2(a) (i), then such assets shall be distributed among the holders of the Series A Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be entitled

(b) Preference Upon Reorganization and Acquisition. For purposes of this subparagraph 4.2.2 (Preference On Liquidation And Reorganization), a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include

(unless the holders of at least a majority of the Series A Preferred Stock then outstanding shall determine otherwise): (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation; or (ii) a sale or all or substantially all of the assets of the Corporation.

(c) Valuation of Property Distribution. Whenever the distributions provided for in subparagraph 4.2.2 (Preference On Liquidation And Reorganization) shall be payable in property other than cash or securities, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors, and the Board of Directors shall value any securities as follows:

(i) Securities not subject to an investment letter or other similar restrictions on free marketability covered by subparagraph 4.2.2(c)(ii) (Valuation Of Property Distribution):

(1) If traded on a security exchange or through the NASDAQ National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the thirty (30) day period ending three (3) days prior to the closing;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sales price (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value of the securities, as mutually determined by the Corporation and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock.

(ii) The method of valuation of securities subject to an investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of the status of a shareholder as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined in subparagraphs 4.2.2(c)(i)(1), (2) or (3) to reflect the approximate fair market value of such securities, as mutually determined by the Corporation and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock.

(d) Notice of Valuation. The Corporation shall give each holder of record of Series A Preferred Stock written notice of any valuation described in subparagraphs 4.2.2(c)(i) or (c)(ii) not later than twenty (20) days prior to the shareholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction requiring the valuation described in subparagraphs 4.2.2(c)(i) or (c)(ii), and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction requiring the valuation described in subparagraphs 4.2.2(c)(i)

or (c)(ii) shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for in these Articles or sooner than ten (10) days after the Corporation has given notice of any material changes provided for in these Articles; provided, however, that such periods may be shortened upon the written consent of the holders of Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of such Preferred Stock.

4.2.3 Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert.

(i) At any time after the date of issuance of Series A Preferred Stock (the "Original Issue Date"), each share of Series A Preferred Stock shall be convertible, at the option of the holder of such share, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price by the Conversion Price at the time in effect for such share. The initial Conversion Price per share for shares of Series A Preferred Stock (the "Series A Conversion Price") shall be the Original Issue Price; provided, however, that the Series A Conversion Price shall be subject to adjustment as set forth in subparagraph 4.2.3(c) (Conversion Price Adjustments Of Series A Preferred Stock).

(ii) Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the Series A Conversion Price at the time in effect for such series: (A) in the event that the holders of at least a majority of the outstanding Series A Preferred Stock consent to such conversion; or (B) immediately upon the consummation of sale by the Corporation of the Common Stock of the Corporation in an underwritten public offering pursuant to an effective registration statement on Form S-1 under the Securities Act of 1933, as amended, where the aggregate gross proceeds to the Corporation are not less than thirty-five million dollars (\$35,000,000) and the price per share to the public of the Common Stock is not less than five (5) times the Original Issue Price (as adjusted for stock splits, stock dividends or recapitalizations or the like) (the "Public Offering").

(b) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert such stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such stock, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice by mail, postage prepaid, to the Corporation at the principal corporate office of the Corporation, of the election to convert such stock and shall state in such notice the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable after receiving such notice, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten

offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities.

(c) Conversion Price Adjustments of Series A Preferred Stock.

(i) Definition of Additional Stock. "Additional Stock" shall mean any shares of Common Stock issued [or deemed to have been issued pursuant to subparagraph 4.2.3(c)(ii)(5) (Adjustments For Options)] by the Corporation after the Purchase Date other than: (A) shares of Common Stock issued or issuable upon conversion of shares of Series A Preferred Stock or pursuant to a transaction described in subparagraph 4.2.3(c)(ii)(5) (Adjustments For Options) or subparagraph 4.2.3(d) (Adjustments For Common Stock Decrease); (B) shares of Common Stock of the Corporation issued to employees, officers, consultants and directors of the Corporation pursuant to stock option plans or stock purchase plans approved by the Board of Directors of the Corporation; (C) shares of Common Stock, warrants or options issued to financial institutions or lessors in connection with commercial credit arrangements, equipment financings or similar transactions approved by the Board of Directors; or (D) securities issued pursuant to an acquisition of another corporation or entity by the Corporation through a merger or otherwise, provided that the shareholders of the Corporation immediately prior to the transaction hold more than fifty percent (50%) of the voting power of the surviving or continuing entity.

(ii) Conversion Price Adjustments. The Series A Conversion Price shall be subject to adjustment from time to time as follows:

(1) Additional Stock Adjustment. If the Corporation shall issue any Additional Stock for consideration per share less than the Series A Conversion Price for the Series A Preferred Stock in effect immediately prior to such issuance, then the Series A Conversion Price in effect immediately prior to each such issuance shall forthwith be reduced, concurrently with the issuance of such Additional Stock, to the price (calculated to the nearest one-tenth (1/10) of a cent) determined by multiplying such Series A Conversion Price by a fraction: (A) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (including shares of Common Stock deemed to be issued pursuant to subparagraph 4.2.3(c)(ii)(5) (Adjustments For Options) plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such Series A Conversion Price; and (B) the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance [including shares of Common Stock deemed to be issued pursuant to subparagraph 4.2.3(c)(ii)(5) (Adjustments For Options)] plus the number of shares of such Additional Stock so issued.

(2) No Diminimus Adjustments. No adjustment of the Series A Conversion Price shall be made in an amount less than one (1) cent per share, provided that any adjustments which are not required to be made by reason of this subparagraph 4.2.3(c)(ii)(2) (No Diminimus Adjustments) shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three (3) years from the

date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three (3) years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subparagraphs 4.2.3(c)(ii)(5)(C) and (E), no adjustment of such Series A Conversion Price pursuant to this subparagraph 4.2.3(c)(ii) (Conversion Price Adjustments) shall have the effect of increasing the Series A Conversion Price above the Series A Conversion Price in effect immediately prior to such adjustment.

(3) Cash Sales of Additional Stock. In the case of the issuance of Additional Stock for cash, the consideration shall be deemed to be the amount of cash paid for such Common Stock after deducting any discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale of such Common Stock.

(4) Non-Cash Sales of Additional Stock. In the case of the issuance of Additional Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value of such property as determined by the Board of Directors irrespective of any accounting treatment.

(5) Adjustments for Options. In the case of the issuance (whether before, on or after the Original Issue Date) of: (i) options to purchase or rights to subscribe for Common Stock; (ii) securities by their terms convertible into or exchangeable for Common Stock or options to purchase; or (iii) rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of subparagraph 4.2.3(c)(i) (Definition Of Additional Stock) and subparagraph 4.2.3(c)(ii) (Conversion Price Adjustments):

(A) The aggregate maximum number of shares of Common Stock deliverable upon exercise of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration [determined in the manner provided in subparagraph 4.2.3(c)(ii)(3) (Cash Sales Of Additional Stock), and subparagraph 4.2.3(c)(ii)(4) (Non-Cash Sales Of Additional Stock)], if any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights for the Common Stock covered by such options or rights.

(B) The aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange for any such convertible or exchangeable securities, or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange of such securities, shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation upon the conversion or exchange of such securities or the exercise of any related options or rights [the consideration in each case to be determined in the manner provided in subparagraph 4.2.3(c)(ii)(3) (Cash Sales Of Additional Stock), and subparagraph 4.2.3(c)(ii)(4) (Non-Cash Sales Of Additional Stock)].

(C) In the event of any change in the number of shares of Common Stock deliverable to or in the consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions of such options or rights, the Series A Conversion Price, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(D) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange, or the expiration of any options or rights related to such convertible or exchangeable securities, the Series A Conversion Price, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities which remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(E) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subparagraphs 4.2.3(c)(ii)(5)(A) and (B) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subparagraph 4.2.3(c)(ii)(5)(C) or (D).

(iii) Adjustments for Stock Splits. In the event the Corporation should at any time or from time to time after the Original Issue Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder of such Common Stock to receive directly or indirectly, additional shares of Common Stock (the "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise of such securities or rights), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Series A Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subparagraph 4.2.3(c)(ii)(5) (Adjustments For Options).

(d) Adjustments for Common Stock Decrease. If the number of shares of Common Stock outstanding at any time after the Original Issue Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the applicable Series A Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) Recapitalizations. If at any time or from time to time after the Original Issue Date there shall be a recapitalization of the Common Stock [other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this subparagraph 4.2.3 (Conversion)], provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this subparagraph 4.2.3 (Conversion) with respect to the rights of the holders of the Series A Preferred Stock after the recapitalization to the end that the provisions of this subparagraph 4.2.3 (Conversion) (including adjustment of the Series A Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(f) Adjustment for Common Stock Dividends and Distributions. If the Corporation at any time or from time to time after the Original Issue Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, in each such event the Series A Conversion Price that is then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Series A Conversion Price then in effect by a fraction: (i) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date; and (ii) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series A Conversion Price shall be adjusted pursuant to this subparagraph 4.2.3(f) (Adjustment For Common Stock Dividends And Distributions) to reflect the actual payment of such dividend or distribution.

(g) Reorganizations, Mergers or Consolidations. If at any time or from time to time after the Original Issue Date, there is a capital reorganization of the Common Stock or the merger or consolidation of the Corporation with or into another corporation or another entity or person [other than an acquisition or asset transfer as set forth in subparagraph 4.2.2(b) (Preference Upon Reorganization And Acquisition) or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this subparagraph 4.2.3 (Conversion)], as a part of such capital reorganization, provision shall be made so that the holders of the Series A Preferred shall thereafter be entitled to receive upon conversion of the Series A Preferred the number of shares of stock or other securities or property of the Corporation to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms of such reorganization. In any such case, appropriate adjustment shall be made in the application of the provisions of this subparagraph 4.2.3 (Conversion) with respect to the rights of the holders of Series A Preferred after the capital reorganization to the end that the provisions of this subparagraph 4.2.3 (Conversion) (including adjustment of the Series A Conversion Price then in effect and the

number of shares issuable upon conversion of the Series A Preferred) shall be applicable after that event and be as nearly equivalent as practicable.

(h) No Impairment. The Corporation will not, by amendment of the Articles of Incorporation of the Corporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed under the Articles by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this subparagraph 4.2.3 (Conversion) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(i) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one (1) share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the fair market value of the Common Stock (as determined by the Board of Directors) on the date of conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price, pursuant to this subparagraph 4.2.3 (Conversion), the Corporation, at the expense of the Corporation, shall promptly compute such adjustment or readjustment in accordance with the terms of the Articles and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth: (A) such adjustment and readjustment; (B) the Series A Conversion Price at the time in effect; and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series A Preferred Stock.

(j) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining: (i) the holders of such securities who are entitled to receive any dividend (other than a cash dividend) or other distribution; (ii) any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property; or (iii) any other right, then the Corporation shall mail a notice to each holder of Series A Preferred Stock, at least twenty (20) days prior to the date specified in such notice, specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(k) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of the authorized but unissued

shares of Common Stock of the Corporation, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of shares of Common Stock of the Corporation as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of counsel of the Corporation, be necessary to increase the authorized but unissued shares of Common Stock of the Corporation to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Amended and Restated Articles of Incorporation.

(l) Notices. Any notice required by the provisions of this subparagraph 4.2.3 (Conversion) to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

4.2.4 Voting Rights. The holder of each share of Series A Preferred Stock shall have the right to one (1) vote for each share of Common Stock into which such Series A Preferred Stock could then be converted (with any fractional share determined on an aggregate conversion basis being rounded to the nearest whole share, with one-half (1/2) being rounded upward) and, with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision of the Articles, to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote.

4.2.5 Protective Provisions of the Preferred Shares. So long as at least four million (4,000,000) shares of Series A Preferred Stock is outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least fifty percent (50%) of the then outstanding shares of Series A Preferred Stock, voting as a class:

- (a) Alter or change the rights, preferences or privileges of the Series A Preferred Stock,
- (b) Amend or waive any provision of the Articles of Incorporation or Bylaws related to the Series A Preferred;
- (c) Pay or declare a dividend on the Common Stock or Preferred Stock; or
- (d) Sell, convey, or otherwise dispose of all or substantially all of the property or business of the Corporation or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any transaction or series of related

transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of (a "Change of Control").

4.2.6 Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted pursuant to subparagraph 4.2.3 (Conversion), the shares so converted shall be canceled and shall not be issuable by the Corporation. These Amended and Restated Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the authorized capital stock of the Corporation.

4.3 Common Stock.

4.3.1 Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

4.3.2 Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in subparagraph 4.2.2 (Preference On Liquidation And Reorganization).

4.3.3 Voting Rights. The holder of each share of Common Stock shall have the right to one (1) vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

4.4 Definitions. For purposes of this Article 4 (Capital Structure), the following terms shall have the meanings defined as set forth below:

4.4.1 Common Stock. "Common Stock" shall have the meaning set forth in Paragraph 4.1 (Classes Of Stock).

4.4.2 Common Stock Equivalent. "Common Stock Equivalent" shall have the meaning set forth in subparagraph 4.2.3(c)(iii) (Adjustments For Stock Splits).

4.4.3 Original Issue Date. "Original Issue Date" shall have the meaning set forth in subparagraph 4.2.3(a)(i).

4.4.4 Original Issue Price. "Original Issue Price" shall have the meaning set forth in subparagraph 4.2.1(a) (Amount And Priority Of Dividend).

4.4.5 Preferred Stock. "Preferred Stock" shall have the meaning set forth in Paragraph 4.1 (Classes Of Stock).

4.4.6 Public Offering. "Public Offering" shall have the meaning set forth in subparagraph 4.2.3(a)(ii).

4.4.7 Series A Conversion Price. "Series A Conversion Price" shall have the meaning set forth in subparagraph 4.2.3(a)(i).

4.4.8 Series A Preferred Stock. "Series A Preferred Stock" shall have the meaning set forth in Paragraph 4.2 (Rights, Preferences And Restrictions Of Preferred Stock).

5. LIMITATION OF LIABILITY OF DIRECTORS.

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

6. INDEMNIFICATION OF AGENTS.

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, to the fullest extent permissible under California law, including indemnification for breach of duty to the Corporation and the shareholders of the Corporation, and indemnification in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code. If, after the effective date of these Articles, California law is amended in a manner which permits a corporation to limit the monetary or other liability of the directors of such corporation or to authorize indemnification of, or advancement of such defense expenses to, the directors of such corporation or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article 6 (Indemnification Of Agents) to "California law" shall to that extent be deemed to refer to California law as so amended.

7. AMENDMENT OF ARTICLES. Any amendment, repeal or modification of any provision of Articles 6 (Indemnification Of Agents) or of this Article 7 (Amendment Of Articles) shall not adversely affect any right or protection of an agent of the Corporation existing at the time of such amendment.

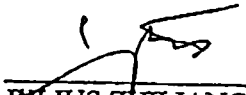
C. The foregoing Amended and Restated Articles of Incorporation have been approved by the Board of Directors of the Corporation.

D. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the requisite number of shares of the Corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is thirteen million seven hundred thousand one hundred (13,700,100) shares of Common Stock. The total number of shares voting in favor of this Amended and Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

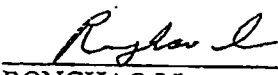
[SIGNATURES ON NEXT PAGE]

We declare under penalty of perjury under the laws of the State of California that the matters set forth in these Amended and Restated Articles of Incorporation are true and correct of our own knowledge.

Dated as of June 8, 2007.



JULIUS ZHILIANG LI,
Chief Executive Officer



RONGHAO LI,
Secretary

- SIGNATURE PAGE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION -
- AUTEKBIO, INC. -