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CERTIFICATE OF AMENDMENT

FILED
 In the office of the Secretary of State
 of the State of California

**OF SEVENTH AMENDED AND RESTATED ARTICLES
 OF INCORPORATION OF AVANTIS MEDICAL SYSTEMS, INC.**

APR 18 2012

The undersigned, Richard Randall and Daniel George, hereby certify that:

1. They are the duly elected and acting President and Assistant Secretary, respectively, of Avantis Medical Systems, Inc., a California corporation.

2. A new Section 4(l) is hereby added to Article III(B) of the Articles of Incorporation of said corporation to read as follows:

"(l) Special Mandatory Conversion. In connection with the first convertible promissory note financing by the Corporation following April 9, 2012 in which the Corporation's Board of Directors (the "Board") allocates all or a portion of the notes to be purchased in such financing to the holders of Preferred Stock (the "Note Financing") and one or more holders of Preferred Stock (each a "Defaulting Investor"), fails to commit to purchase its pro rata share (based upon the number of shares of Preferred Stock held by such holder relative to 152,787,761 shares) of the amount of the Note Financing allocated to the holders of Preferred Stock by the Board ("Pro Rata Share"), then, such Defaulting Investors' outstanding shares of Preferred Stock shall automatically and without further action, whether or not certificates evidencing such shares of Preferred Stock are surrendered to the Company or its transfer agent at the time of such conversion, be converted into shares of Common Stock in proportion to such failure to commit to purchase the Notes at the Conversion Price applicable to such shares of Preferred Stock pursuant to this Section 4 on the date of the last tranche of the first closing of the Note Financing (an "Initial Special Mandatory Conversion Date"). If there are multiple closings of the Note Financing, and a holder of Preferred Stock or Defaulting Investor fails to purchase its entire committed amount of Notes to be purchased in such closing, then (i) all of such holders of Preferred Stock's or Defaulting Investors' outstanding shares of Preferred Stock shall automatically and without further action, whether or not certificates evidencing such shares of Preferred Stock are surrendered to the Company or its transfer agent at the time of such conversion, be converted into shares of Common Stock as determined by the Conversion Price applicable to such shares of Preferred Stock pursuant to this Section 4 and (ii) all of such holders of Preferred Stock's or Defaulting Investor's outstanding securities convertible or exercisable for shares of Preferred Stock shall automatically and without further action become convertible or exercisable for shares of Common Stock on the date of such closing (a "Special Mandatory Conversion Date"). For purposes of determining whether or not a holder of Preferred Stock has committed to purchase its Pro Rata Share, or purchased its entire committed amount in a closing of the Note Financing, any holder of Preferred Stock may, by written notice to the Corporation, aggregate all securities purchased by it and any affiliate of such holder of Preferred Stock in such closing of the Note Financing and attribute such aggregated securities so purchased to itself, without duplication, for purposes of this Section 4(l). For purposes of clarity, this Section 4(l) shall apply only to the first Note Financing following April 9, 2012.

The holder of any shares of Preferred Stock, or of securities convertible or exercisable for shares of Preferred Stock, converted pursuant to this Section 4(l) shall either (A) deliver to the Corporation during regular business hours, at the office of any transfer agent of the Corporation for such Preferred Stock, or at such other place as may be designated by the Corporation, the certificate or certificates representing the shares or securities so converted, duly endorsed or assigned in blank or to the Corporation or (B) notify the Corporation or its transfer agent that such certificates and, if applicable, securities have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates and securities. As promptly thereafter as is practicable, the Corporation shall issue and deliver to such holder, at the place designated by such holder, a certificate or certificates for the number of full shares of Common Stock or securities convertible or exercisable for shares of Common Stock to which such holder is entitled. The person in whose name the certificate for such shares of Common Stock or securities convertible or exercisable for shares of Common Stock is to be issued pursuant to this Section 4(l) shall be deemed to have become a holder of such Common Stock or securities convertible or exercisable for Common Stock, as the case may be, upon the Initial Special Mandatory Conversion Date or Special Mandatory Conversion Date, and the shares of Preferred Stock to be converted pursuant to this Section 4(l) shall be deemed to have been cancelled and converted at such time without any requirement of further action on the part of the stockholder whose shares are so converted."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors of said corporation.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders of said corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the corporation entitled to vote with respect to the foregoing amendment was 20,084,370 shares of Common Stock, 991,085 shares of Series A Preferred Stock, 2,137,875 shares of Series A-1 Preferred Stock, 1,290,741 shares of Series B Preferred Stock, 683,056 shares of Series C Preferred Stock, 73,863,744 shares of Series D Preferred Stock, and 84,861,150 shares of Series D-1 Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares of Common Stock voting as a single class, a majority of the outstanding shares of Preferred Stock voting as a single class and a majority of the outstanding shares of Common Stock and Preferred Stock voting together as a combined class.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct to our own knowledge.

Date: April 10, 2012



Richard Randall
President

Daniel George
Assistant Secretary

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct to our own knowledge.

Date: April 10, 2012

Richard Randall
President



Daniel George
Assistant Secretary