

**CERTIFICATE OF AMENDMENT
to
CERTIFICATE OF INCORPORATION
of
ADVANCED ELECTRON BEAMS, INC.**

Advanced Electron Beams, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Directors of the Corporation, by unanimous written consent dated July 5th, 2006 duly adopted resolutions proposing and declaring advisable that the Certificate of Incorporation of the Corporation be amended and that such amendment be submitted to the stockholders of the Corporation for their consideration, as follows:

RESOLVED: That the Board of Directors recommends and deems it advisable that the Certificate of Incorporation of the Corporation, as amended, be further amended by deleting the first sentence of article FOURTH thereof in its entirety and substituting for said first sentence of Article FOURTH a new first sentence of Article FOURTH as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 22,000,000 shares of Common Stock, \$.00025 par value per share ("**Common Stock**"), and (ii) 9,711,713 shares of Preferred Stock, \$.001 par value per share ("**Preferred Stock**"), all of which shall be designated as Series A Preferred Stock (the "**Series A Preferred Stock**")."

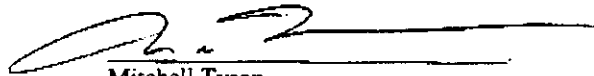
RESOLVED: That the aforesaid proposed amendment be submitted to the stockholders of the Corporation for their consideration and approval as required by law;

RESOLVED: That following the approval by the stockholders of the aforesaid proposed amendment as required by law, the President and other officers of this Corporation be, and they hereby are, and each of them acting singly hereby is, authorized and directed (i) to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Amendment setting forth the aforesaid amendment in the form approved by the stockholders and (ii) to take any and all other actions necessary, desirable or convenient to give effect to the aforesaid amendment or otherwise to carry out the purposes of the foregoing Resolutions.

SECOND: That in lieu of a meeting and vote of the stockholders, (i) at least 70% of the holders of the issued and outstanding shares of the Series A Convertible Preferred Stock, \$.001 par value per share, and (ii) a majority of the holders of the issued and outstanding shares of capital stock of the Corporation have given written consent to said amendment in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Mitchell Tyson, its President, this fifth day of July, 2006.

A handwritten signature in black ink, appearing to read 'Mitchell Tyson', is written over a horizontal line.

Mitchell Tyson
President