

ALVINE PHARMACEUTICALS, INC.

**CERTIFICATE OF AMENDMENT
OF THE AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

Alvine Pharmaceuticals, Inc. (the "**Corporation**"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

1. The name of the Corporation is Alvine Pharmaceuticals, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was June 22, 2005. The date of filing of its Amended and Restated Certificate of Incorporation with the Secretary of State was August 7, 2006.
2. Article IV of the Amended and Restated Certificate of Incorporation of the Corporation presently reads as follows:

"The total number of shares of stock that the corporation shall have authority to issue is Sixty-Nine Million (69,000,000), consisting of Forty Million (40,000,000) shares of Common Stock, \$0.001 par value per share, and Twenty Nine Million (29,000,000) shares of Preferred Stock, \$0.001 par value per share. The first Series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of Twenty Nine Million (29,000,000) shares."

shall be amended to read as follows:

"The total number of shares of stock that the corporation shall have authority to issue is Eighty Million (80,000,000), consisting of Forty-Four Million (44,000,000) shares of Common Stock, \$0.001 par value per share, and Thirty-Six Million (36,000,000) shares of Preferred Stock, \$0.001 par value per share. The first Series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of Thirty-Six Million (36,000,000) shares."

3. The foregoing Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware.
4. The foregoing Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been duly approved by the written consent of the stockholders in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware

5. The foregoing Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been duly approved by the written consent of the holders of at least sixty percent (60%) of the outstanding shares of the Preferred Stock in accordance with Article V, Section 6(a) of the Amended and Restated Certificate of Incorporation.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be executed this 17th day of January, 2008.

/s/ Abhay Joshi _____
Abhay Joshi,
President and Chief Executive Officer