

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ADVION BIOSCIENCES, INC.

Advion BioSciences, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by unanimous written consent of the Board of Directors of said corporation resolutions were duly adopted proposing and declaring advisable that the Certificate of Incorporation of said 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 of this Corporation recommends and deems it advisable that the Certificate of Incorporation of this Corporation be amended by deleting the first paragraph of ARTICLE FOUR thereof in its entirety and substituting therefor the following:

The total number of shares of all classes of stock that the Corporation shall have authority to issue is (i) 105,500,000 shares of common stock, \$0.001 par value per share ("Common Stock") and (ii) 60,386,020 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock"), of which 5,764,710 shares are designated as Series A Preferred Stock ("Series A Preferred Stock"), and 54,621,310 shares are designated as Series B Preferred Stock ("Series B Preferred Stock"), each with the rights and preferences set forth below.

RESOLVED: That the aforesaid proposed amendment be submitted to the stockholders of the Corporation for their consideration;

RESOLVED: That following the approval by the stockholders of the aforesaid proposed amendment as required by law, the 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

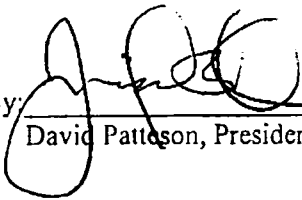
the aforesaid amendment or otherwise to carry out the purposes of the foregoing Resolutions.

SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders have given written consent to said amendment in accordance with Section 228 of the General Corporation Law of the State of Delaware, and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

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

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President, this 29th day of May, 2008.

Advion BioSciences, Inc.

By: 
David Patterson, President