

**CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
ANGIOSCORE INC.**

The undersigned hereby certifies that:

1. He is the duly elected and acting Chief Executive Officer of AngioScore Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on March 5, 2003.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Amended and Restated Certificate of Incorporation amends Article IV Section (A), and the initial paragraph of Article IV Section (B), in their entirety to read as follows:

"(A) **Classes of Stock.** The Corporation is authorized to issue two 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 Nineteen Million Eight Hundred Seventy-Five Thousand (19,875,000) shares, each with a par value of \$0.001 per share. Eleven Million Five Hundred Thousand (11,500,000) shares shall be Common Stock and Eight Million Three Hundred Seventy-Five Thousand (8,375,000) shares shall be Preferred Stock.

(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation (the "**Restated Certificate**") may be issued from time to time in one or more series. One Million Six Hundred Twenty-Five Thousand (1,625,000) shares of Preferred Stock shall be designated "**Series A-1 Preferred Stock**" and Six Million Seven Hundred Fifty Thousand (6,750,000) shares of Preferred Stock shall be designated "**Series B Preferred Stock**." The rights, preferences, privileges, and restrictions granted to and imposed on the Series A-1 and Series B Preferred Stock are as set forth below in this Article IV(B)."

4. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Amended and Restated Certificate of Incorporation amends Article IV Section (B)(4)(b) in its entirety to read as follows:

"(b) **Automatic Conversion.** Each share of Series A-1 or Series B Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such share immediately upon the earlier of (i) except as provided below in Section 4(c), the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "**Securities Act**"), the public offering price of which is not less than \$6.72 per share (as adjusted for stock splits, stock dividends,

reclassification and the like) and which results in aggregate cash proceeds to the Corporation of not less than \$30,000,000 (before deduction of underwriting discounts and commissions) or (ii) the date specified by written consent or agreement of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the then outstanding shares of Series A-1 and Series B Preferred Stock, voting together as a single class."

5. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Amended and Restated Certificate of Incorporation amends the first paragraph of Article IV Section (B)(6)(a) in its entirety to read as follows:

"(a) So long as at least 500,000 shares of Preferred Stock are outstanding (as adjusted for stock splits, stock dividends, reclassification and the like), the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the then outstanding shares of Preferred Stock, voting together as a class;"

6. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Amended and Restated Certificate of Incorporation amends the first paragraph of Article IV Section (B)(6)(b) in its entirety to read as follows:

"(b) So long as at least 500,000 shares of Series B Preferred Stock are outstanding (as adjusted for stock splits, stock dividends, reclassification and the like), the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the then outstanding shares of Series B Preferred Stock, voting together as a single class;"

7. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed at Alameda, California, on August 16th 2004.


Ephraim Heller, Chief Executive Officer