

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ATHENAGEN, INC.**

W. SCOTT HARKONEN, M.D. hereby certifies that:

ONE: He is the duly elected and acting President of ATHENAGEN, INC., a Delaware corporation (the "*Corporation*").

TWO: The date on which the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware is April 29, 2004. This Certificate of Amendment hereby amends the Amended and Restated Certificate of Incorporation of the Corporation as filed with the Secretary of State of the State of Delaware on September 18, 2006.

THREE: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending and restating Article I of the Amended and Restated Certificate of Incorporation of the corporation in its entirety to read as follows:

"ARTICLE I

The name of this Corporation is CoMentis, Inc."

FOUR: Thereafter, pursuant to a resolution of the Board of Directors of the Corporation, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval and was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FIVE: All other provisions of the Amended and Restated Certificate of Incorporation of the Corporation shall remain in full force and effect.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Amended and Restated Certificate of Incorporation to be signed by its President this 16th day of February, 2007.

ATHENAGEN, INC.

By: /s/ W. Scott Harkonen
W. Scott Harkonen, M.D. President