

CERTIFICATE OF AMENDMENT
TO THE
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AETHON, INC.

AETHON, INC., a Delaware corporation, does hereby amend its Fourth Amended and Restated Certificate of Incorporation, as filed on November 12, 2010, as follows:

1. ARTICLE FOUR, Section A is hereby amended by deleting the current text in its entirety and inserting the following in lieu thereof:

A. Authorized Capital Stock. The aggregate number of shares of capital stock which the Company shall have the authority to issue is 198,535,370, consisting, in substantial part, of: (1) 108,450,948 shares of Common Stock, \$0.001 par value per share, of the Company ("Common Stock"); (2) 90,084,422 shares of Preferred Stock, \$0.001 par value per share, of the Company ("Preferred Stock"), consisting of: (a) 4,113,321 shares of Series A Preferred Stock, \$0.001 par value per share, of the Company ("Series A Preferred Stock"); (b) 6,014,760 shares of Series B Preferred Stock, \$0.001 par value per share, of the Company ("Series B Preferred Stock"); (c) 17,531,869 shares of Series C Preferred Stock, \$0.001 par value per share, of the Company ("Series C Preferred Stock"); (d) 22,608,168 shares of Series D Preferred Stock, \$0.001 par value per share, of the Company (the "Series D Preferred Stock") and (e) 39,816,304 shares of Series E Preferred Stock, \$0.001 par value per share, of the Company (the "Series E Preferred Stock"). Shares of the Series B Preferred Stock and Series C Preferred Stock are sometimes referred to herein as the "Series B and C Stock" or the "Series B or C Stock", as the case may be.

2. ARTICLE FOUR, Section D(6)(e)(i)(D)(IX) is hereby re-designated as ARTICLE FOUR, Section D(6)(e)(i)(D)(X)

3. There is hereby added a new ARTICLE FOUR, Section D(6)(e)(i)(D)(IX) as follows:

(IX) shares of Preferred Stock issuable directly or indirectly upon conversion of Convertible Promissory Notes of the Company in the aggregate original principal amount of up to \$2,500,000 (plus accrued interest thereon), issued pursuant to that certain Note Purchase and Security Agreement dated July 22, 2011; or

4. The amendment is made pursuant to Section 242 of the Delaware General Corporation Law.

[signature page follows]

IN WITNESS WHEREOF, I have hereunto set my hand to this Amendment to the Fourth Amended and Restated Certificate of Incorporation this 22nd day of July, 2011.

/s/ Aldo Zini

Aldo Zini, President and Chief
Executive Officer