

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

BAR HARBOR BIOTECHNOLOGY, INC.

BAR HARBOR BIOTECHNOLOGY, INC. (hereinafter called the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: That the Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 19, 2006, the Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 5, 2007 and a Certificate of Amendment of Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 22, 2009.

SECOND: That the first paragraph of Article Fourth of the Restated Certificate of Incorporation of the Corporation be, and it hereby is, amended to read as follows:

"The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock" The total number of shares of all classes of stock which the Corporation is authorized to issue is Eight Million Two Hundred Fifty Thousand (8,250,000) shares, of which Five Million Seventy-Five Thousand (5,075,000) shares shall be Common Stock, \$.0001 par value, and Three Million One Hundred Seventy-Five Thousand (3,175,000) shares shall be Preferred Stock, \$.001 par value."

THIRD: That Section C(1) of Article Fourth of the Amended and Restated Certificate of Incorporation of the Corporation be, and it hereby is, amended to read as follows:

"(1) Designation of Series. Three Million One Hundred Seventy-Five Thousand (3,175,000) shares of the authorized Preferred Stock are hereby designated as Series A Convertible Participating Preferred Stock ("Series A Preferred Stock")."

FOURTH: That this amendment of the Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Sections 242 of the Delaware General Corporation Law by the Board of Directors and the stockholders of the Corporation.

IN WITNESS WHEREOF, BAR HARBOR BIOTECHNOLOGY, INC. has caused this Certificate of Amendment of the Corporation to be signed by its President this 16th day of May, 2011.

BAR HARBOR BIOTECHNOLOGY, INC.

By: /s/ Robert Phelps

Name: Robert Phelps

Title: President