

CERTIFICATE OF AMENDMENT
OF
SIXTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ADVANCED ELECTRON BEAMS, INC.

Advanced Electron Beams, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That, by written action in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation duly adopted resolutions, pursuant to Section 242 of the General Corporation Law of the State of Delaware, proposing and declaring advisable that the Sixth Amended and Restated Certificate of Incorporation of the Corporation be amended and that such amendment be submitted to the stockholders of the Corporation for their consideration, as follows:

RESOLVED: That the Directors recommend and deem it advisable that the Sixth Amended and Restated Certificate of Incorporation of the Corporation be amended by deleting the first paragraph of Article FOURTH thereof in its entirety and substituting for such first paragraph a new paragraph as follows:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 125,000,000 shares of Common Stock, \$.00025 par value per share ("Common Stock"), and (ii) 86,988,840 shares of Preferred Stock, \$.001 par value per share ("Preferred Stock"), 9,711,713 of which shall be designated as Series A Preferred Stock (the "Series A Preferred") and 11,353,779 of which shall be designated as Series B Preferred Stock (the "Series B Preferred") and 2,737,101 of which shall be designated as Series B-1 Preferred Stock (the "Series B-1 Preferred") and 32,445,754 of which shall be designated as Series C Preferred Stock (the "Series C Preferred") and 30,740,493 of which shall be designated as Series C-1 Preferred Stock (the "Series C-1 Preferred"). As used herein, the term "Capital Stock" shall mean the Common Stock, the Preferred Stock and any other stock which the Corporation may from time to time be authorized to issue, collectively. The term "Preferred Stock" as used herein without reference to the Series A Preferred, the Series B Preferred, the Series B-1 Preferred, the Series C Preferred or Series C-1 Preferred shall mean the Series A Preferred, the Series B Preferred, the Series B-1 Preferred, the Series C Preferred and the Series C-1 Preferred share for share alike and without distinction as to series, except as otherwise expressly provided.

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

RESOLVED: That, following stockholder approval of the aforesaid amendment as required by law, the officers of the Corporation be, and they hereby are, and each of them acting singly hereby is, authorized (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 the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 228 and 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Larry Mihalchik, its Chief Financial Officer, this 20th day of May, 2011.

ADVANCED ELECTRON BEAMS, INC.

By: /s/ Larry Mihalchik
Larry Mihalchik, *Chief Financial Officer*