

State of Delaware  
Secretary of State  
Division of Corporations  
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**AMPLIMED CORPORATION**  
**CERTIFICATE OF AMENDMENT**

AmpliMed Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

1. The name of the Company is **AmpliMed Corporation**. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 25, 2003.

2. Pursuant to Section 242 of the Delaware General Corporation Law, the Board of Directors has duly adopted, and a sufficient percentage of the outstanding stock entitled to vote thereon, and a sufficient percentage of the outstanding stock of each class and series entitled to vote as a class or series has approved, by written Consent in accordance with Section 228 of the Delaware General Corporation Law, the following Amendment to the Company's Second Amended and Restated Certificate of Incorporation:

3. Article IV, Section C, 4(d)(i)(E)(Exceptions to Anti-Dilution), is hereby amended by adding a new subparagraphs (6) and (7) as follows:

"(6) the issuances of Convertible Promissory Notes ("Notes") and Warrants ("Warrants") of the Company pursuant to the Convertible Note and Warrant Purchase Agreement to which the Company is a party dated November 21, 2008, as the same has been, and subsequently may be, amended in accordance with its terms and whether or not any such issuances occurred prior to the date of this Certificate of Amendment and the subsequent issuance of securities ("Underlying Securities") upon conversion of the Notes or exercise of the Warrants or upon conversion of the Underlying Securities. The Notes may be converted into the Company's next preferred equity financing that occurs prior to June 30, 2009 or such other date to which the Notes may be extended, or may be converted for Series C Preferred Stock if the Company consummates a transaction which is considered a liquidation, dissolution, or winding up (a "Liquidation") of the Company under the preferred stock provisions of the Company's Second Amended and Restated Certificate of Incorporation, with such conversions to take place at a purchase price equal to the purchase price paid for the equity securities in the preferred stock financing or the purchase price paid for the shares of Series C Preferred Stock in the Liquidation. If the Notes are converted as provided above, the Warrants will become exercisable for the same purchase price as the conversion price for the

Notes) for the equity securities sold in the Company's preferred stock financing or will be exercisable for the Series C Preferred Stock if the Notes are converted in connection with a Liquidation, but if the Notes are not converted on or before June 30, 2009 or such other date to which the Notes may be extended, the Warrants become exercisable for Series C Preferred Stock ("Exercise Stock") at an exercise price of \$.45 per share, and

(7) the issuance of warrants of the Company on or before March 31, 2008 (or such other date to which the Company's right to issue Notes and Warrants pursuant to the Purchase Agreement may be extended) to placement agents in connection with the placement of the Notes and Warrants described above, and the subsequent issuance of securities ("Exercise Securities") upon exercise of such warrants and if the Exercise Securities are not Common stock, the issuance of Common Stock upon conversion of the Exercise Securities."

IN WITNESS WHEREOF, this Certificate of Amendment has been signed this 10th day of March 2009.

COMPANY:

Amplimed Corporation, a Delaware corporation

By:

Its:

Robert L. Don  
CEO