

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF AEROVANCE INC.**

AEROVANCE 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:

FIRST: The name of the Corporation is Aerovance Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is July 14, 2004.

THIRD: The date on which the Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of the State of Delaware is May 4, 2006.

FOURTH: 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 its Certificate of Incorporation as follows:

Article IV(A) shall be amended and restated to read in its entirety as follows:

"Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 346,083,494 shares, each with a par value of \$0.0001 per share. 199,958,988 shares of the total number of authorized shares shall be Common Stock and 146,124,506 shares shall be Preferred Stock."

Article IV(B) shall be amended and restated to read in its entirety as follows:

"Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation (the "Restated Certificate") may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of six million seven hundred fifty thousand (6,750,000) shares. The second series of Preferred Stock shall be designated "Series A-1 Preferred Stock" and shall consist of one million three hundred forty

five thousand (1,345,000) shares. The third series of Preferred Stock shall be designated “Series B Preferred Stock” and shall consist of sixteen million twenty-five thousand (16,025,000) shares. The fourth series of Preferred Stock shall be designated “Series C Preferred Stock” and shall consist of one hundred twenty two million four thousand five hundred seven (122,004,507) shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock are as set forth below in this Article IV(B).”

Article IV(B) 3.(a) shall be amended and restated to read in its entirety as follows:

“Right to Convert to Common Stock. Subject to Section 3(d), each share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price of each such share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The Conversion Price for shares of Series A Preferred Stock and Series A-1 Preferred Stock shall be equal to the Original Issue Price for shares of Series A Preferred Stock and Series A-1 Preferred Stock as set forth in Article IV(B), Section 1(a). The Conversion Price for shares of Series B Preferred Stock shall be equal to the Original Issue Price, provided, however, that upon the initial issuance of the Series C Preferred Stock, the Conversion Price of the Series B Preferred Stock shall be equal to \$0.7960741804. The Conversion Price for shares of Series C Preferred Stock shall be equal to the Original Issue Price as set forth in Article IV(B), Section 1(a). The Conversion Price for each share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall be subject to adjustment as set forth in Section 3(e) below.”

FIFTH: Thereafter pursuant to a resolution of the Board of Directors, 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 Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, AEROVANCE INC. has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 15th day of March, 2007.

AEROVANCE INC.

By: /s/ Mark L. Perry
Mark L. Perry, President and
Chief Executive Officer