

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

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

FIRST: That the Corporation's Board of Directors, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of said Corporation:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by changing Article Four A thereof so that, as amended, said Article shall be and read as follows:


A. Authorized Capital Stock. The aggregate number of shares of capital stock which the Company shall have the authority to issue is 109,714,605, consisting, in substantial part, of: (1) 64,314,292 shares of Common Stock, \$0.001 par value per share, of the Company ("Common Stock"); (2) 45,400,313 shares of Preferred Stock, \$0.001 par value per share, of the Company ("Preferred Stock"), consisting of (a) 2,918,024 shares of Series A Preferred Stock, \$0.001 par value per share, of the Company ("Series A Preferred Stock"); (b) 4,266,919 shares of Series B Preferred Stock, \$0.001 par value per share, of the Company ("Series B Preferred Stock"); (c) 13,040,241 shares of Series C Preferred Stock, \$0.001 par value per share, of the Company ("Series C Preferred Stock") and (d) 25,175,129 shares of Series D Preferred Stock, \$0.001 par value per share, of the Company (the "Series D 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.

SECOND: That in lieu of a meeting and vote of 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 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed as the 30th day of April, 2008.

AETHON, INC.

By 
Aldo Zini, President and Chief Executive Officer