

State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF AMENDMENT
OF
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ADVANCED ELECTRON BEAMS, INC.

Advanced Electron Beams, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Directors of the Corporation have adopted resolutions proposing and declaring advisable that the Second 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 Board of Directors of the Corporation recommends and deems it advisable that Article FOURTH of the Second Amended and Restated Certificate of Incorporation of the Corporation be amended by deleting the first paragraph thereof in its entirety and substituting therefor the following new paragraph:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 35,000,000 shares of Common Stock, \$.00025 par value per share ("Common Stock"), and (ii) 20,999,553 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 11,287,840 of which shall be designated as Series B Preferred Stock (the "Series B 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 or the Series B Preferred shall mean the Series A Preferred and the Series B Preferred share for share alike and without distinction as to series, except as otherwise expressly provided.

RESOLVED: That the aforesaid proposed amendment (the "Charter Amendment") be submitted to the stockholders of the Corporation for their consideration in compliance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

RESOLVED: That following the approval by the stockholders of the Charter Amendment as required by law, the officers of this Corporation be, and they hereby are, and each of them acting singly hereby is,

authorized and directed to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Amendment setting forth the Charter Amendment in the form approved by the stockholders.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to the aforesaid amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware, and prompt written notice shall be given pursuant to Section 228 of the General Corporation Law of the State of Delaware to those stockholders entitled to such notice.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Advanced Electron Beams, Inc. has caused this certificate to be signed by its President this 27th day of February, 2008.

ADVANCED ELECTRON BEAMS, INC.

By: 
Mitch Tyson, President