

CERTIFICATE OF AMENDMENT
TO THE
SEVENTH RESTATED CERTIFICATE OF INCORPORATION
OF
BENVENUE MEDICAL, INC.

Benvenue Medical, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

I. The name of this corporation is Benvenue Medical, Inc. and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on December 9, 2004.

II. This amendment to this corporation's Seventh Restated Certificate of Incorporation herein certified was duly adopted by this corporation's Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, and this corporation's stockholders by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

III. Article Fourth, Section A of the Seventh Restated Certificate of Incorporation shall be amended and restated in its entirety as follows:

"A. The aggregate number of shares that the Company shall have authority to issue is 235,701,859 divided into 131,100,000 shares of Common Stock each with the par value of \$0.001 per share, and 104,601,859 shares of Preferred Stock each with the par value of \$0.001 per share (the "**Preferred Stock**"). The Preferred Stock shall consist of five series, of which one such series shall be denominated the "**Series A-1 Preferred**," which shall consist of 2,947,511 shares, one such series shall be denominated the "**Series B-1 Preferred**," which shall consist of 1,157,665 shares, one such series shall be denominated the "**Series C Preferred**," which shall consist of 36,296,683 shares, one such series shall be denominated the "**Series D Preferred**," which shall consist of 25,000,000 shares, and one such series shall be denominated the "**Series E Preferred**," which shall consist of 39,200,000 shares."

IV. Article Fourth, Section B(3)(d)(iii)(B)(10) of the Seventh Restated Certificate of Incorporation shall be amended and restated in its entirety as follows:

"(10) The issuance of shares of Series E Preferred (or Common Stock issuable upon conversion thereof) pursuant to that certain Series E Preferred Stock Purchase Agreement, dated as of April 11, 2014, as amended from time to time."

V. All other provisions of the Seventh Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, Benvenue Medical, Inc. has caused this Certificate of Amendment to the Seventh Restated Certificate of Incorporation, to be signed by its duly authorized officer on this 17th day of June, 2014.

/s/ Robert K. Weigle

Robert K. Weigle

President and Chief Executive Officer