

State of Delaware  
Secretary of State  
Division of Corporations  
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**CERTIFICATE OF MERGER  
OF  
AETHON, INC., a Pennsylvania corporation,  
INTO  
AETHON, INC., a Delaware corporation**

The undersigned corporation, Aethon, Inc., a Delaware corporation, does hereby certify that:

**FIRST:** The names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Aethon, Inc.	Pennsylvania
Aethon, Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware and in accordance with the laws under which each constituent corporation is formed.

**THIRD:** The name of the surviving corporation of the merger is Aethon, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of Aethon, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

**FIFTH:** The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 700 River Avenue, Suite 410, Pittsburgh, Pennsylvania 15212.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** The authorized capital stock of each constituent corporation which is not a Delaware corporation is as follows:

Aethon, Inc., a Pennsylvania corporation -- 22,187,169 shares consisting of 15,000,000 shares of Common Stock, no par value, and 7,187,169 shares of Preferred Stock, no par value. The Preferred Stock is broken down into 2,918,024 shares of Series A Preferred Stock and 4,269,145 shares of Series B Preferred Stock.

IN WITNESS WHEREOF, Aethon, Inc., a Delaware corporation, has caused this Certificate of Merger to be duly executed as of the 8<sup>th</sup> day of June, 2004.

AETHON, INC., a Delaware corporation

By Aldo Zini  
Name Aldo Zini  
Title CEO