

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

AETHON, INC., a Delaware corporation, does hereby amend its Second Amended and Restated Certificate of Incorporation, as filed on August 27, 2008, as follows:

1. ARTICLE FOUR, Section A is hereby amended by deleting the current text in its entirety and inserting the following in lieu thereof:

A. Authorized Capital Stock. The aggregate number of shares of capital stock which the Company shall have the authority to issue is 168,540,545, consisting, in substantial part, of: (1) 100,000,000 shares of Common Stock, \$0.001 par value per share, of the Company ("Common Stock"); (2) 68,540,545 shares of Preferred Stock, \$0.001 par value per share, of the Company ("Preferred Stock"), consisting of: (a) 3,803,001 shares of Series A Preferred Stock, \$0.001 par value per share, of the Company ("Series A Preferred Stock"); (b) 5,560,986 shares of Series B Preferred Stock, \$0.001 par value per share, of the Company ("Series B Preferred Stock"); (c) 16,235,641 shares of Series C Preferred Stock, \$0.001 par value per share, of the Company ("Series C Preferred Stock"); (d) 20,958,872 shares of Series D Preferred Stock, \$0.001 par value per share, of the Company (the "Series D Preferred Stock") and (e) 21,982,045 shares of Series E Preferred Stock, \$0.001 par value per share, of the Company (the "Series E 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.

2. ARTICLE FOUR, Section D(6)(e)(i)(D)(II) is hereby amended by deleting the current text in its entirety and inserting the following in lieu thereof:

(II) up to 7,921,921 Stock Option Shares of Common Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) reserved for issuance to employees, officers, directors and consultants of the Company upon exercise of options granted or to be granted pursuant to the SOP (net of any stock repurchases or expired or terminated options pursuant to the terms of the SOP), provided that any such grant of options after the Filing Date is approved by the Board of Directors;

3. ARTICLE FOUR, Section D(6)(e)(i)(D)(VII) is hereby re-designated as ARTICLE FOUR, Section D(6)(e)(i)(D)(IX).

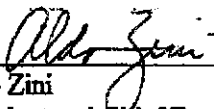
4. There is hereby added a new ARTICLE FOUR, Section D(6)(e)(i)(D)(VIII) as follows:

(VIII) shares of preferred stock issuable directly or indirectly upon conversion of Convertible Promissory Notes of the Company in the aggregate original principal amount of \$1,350,000 (plus accrued interest thereon) maturing on November 30, 2010; or

5. The amendment is made pursuant to Section 242 of the Delaware General Corporation Law.

[Signature Page Follows]

IN WITNESS WHEREOF, I have hereunto set my hand to this Amendment to the
Second Amended and Restated Certificate of Incorporation this 4th day of December 2009.



Aldo Zini
President and Chief Executive Officer