

**CERTIFICATE OF AMENDMENT OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
AMPLA PHARMACEUTICALS, INC.**

The undersigned, for the purpose of amending the Restated Certificate of Incorporation of Ampla Pharmaceuticals, Inc. filed on January 28, 2010, hereby certifies as follows:

1. The name of the corporation is Ampla Pharmaceuticals, Inc. (the "Corporation"). The Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on May 5, 2006 under the name Blue Dog Therapeutics, Inc. A Certificate of Amendment to the Certificate of Incorporation was filed on August 10, 2006 to change the name of the Corporation to Ampla Pharmaceuticals, Inc. A Restated Certificate of Incorporation was filed on October 12, 2006. Thereafter, a second Restated Certificate of Incorporation was filed on January 28, 2010.

2. The Restated Certificate of Incorporation filed on January 28, 2010, is hereby amended, among other provisions, to change the capitalization of the Corporation by striking out the first paragraph of Article FOURTH of the Restated Certificate of Incorporation, as amended, and substituting in lieu of said first paragraph of Article FOURTH the new first paragraph set forth as follows:

"FOURTH:

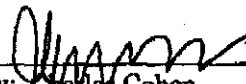
"The aggregate number of shares which the Corporation shall have the authority to issue shall be 40,000,000 shares, consisting of 25,000,000 shares of Common Stock, par value \$.0001 per share (the "Common Stock") and 15,000,000 shares of Preferred Stock, par value \$.0001 per share (the "Preferred Stock"), of which 15,000,000 shares are designated Series A Participating Preferred Stock ("Series A Preferred")."

3. This Amendment to Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

4. Pursuant to Section 228(a) of the Delaware General Corporation Law, the holders of outstanding shares of the Corporation having no less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted, consented to the adoption of the aforesaid amendments without a meeting, without a vote and without prior notice and that written notice of the taking of such actions has been given in accordance with Section 228(e) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Restated Certificate of Incorporation of the Corporation to be signed by its duly authorized officer this 15<sup>th</sup> day of April, 2011.

**AMPLA PHARMACEUTICALS, INC**

  
By: Charles Cohen  
Its: Chief Executive Officer