

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ATHENAGEN, INC.**

Athenagen, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by action by unanimous written consent, adopted a resolution proposing and declaring advisable the following amendments to the Amended and Restated Certificate of Incorporation of said corporation filed February 15, 2006 (the "**Restated Certificate**"):

1. Article IV of the Restated Certificate is hereby amended to read in its entirety as follows:

"The total number of shares of stock that the corporation shall have authority to issue is 124,800,000, consisting of 80,000,000 shares of Common Stock, \$0.0001 par value per share, and 44,800,000 shares of Preferred Stock, \$0.0001 par value per share. The first Series of Preferred Stock shall be designated "**Series A Preferred Stock**" and shall consist of 44,800,000 shares."

2. Section 4(d)(i) of Article V of the Restated Certificate is hereby amended to (i) delete the word "and" at the end of Section 4(d)(i)(4) thereof, (ii) delete the period at the end of Section 4(d)(i)(5) thereof and add in its place a semicolon followed by the word "and" and (iii) add a new Section 4(d)(i)(6) of Article V of the Restated Certificate to read in its entirety as follows:

"(6) shares of Common Stock issued or issuable pursuant to that certain Agreement and Plan of Reorganization, dated as of August 2, 2006, by and among the Corporation, Athenagen Acquisition Corp. and Zapaq, Inc., as the same may be amended from time to time in accordance with its terms"

3. The first sentence of Section 5(d) of Article V of the Restated Certificate is hereby amended to read in its entirety as follows:

"The Board of Directors shall consist of six (6) members."

4. Section 6(a)(ii) of Article V of the Restated Certificate is hereby deleted in its entirety and replaced with the following:

“(ii) increase the authorized number of shares of Common Stock or Preferred Stock;”

5. Section 6(a)(ix) of Article V of the Restated Certificate is hereby amended to delete the period at the end of such Section and add in its place a semicolon, and new Sections 6(a)(x) and 6(a)(xi) of Article V of the Restated Certificate are hereby added to read in their entirety as follows:

“(x) enter into any acquisition by the Corporation of substantially all the assets or capital stock of another corporation; or”

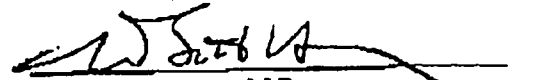
“(xi) take any action which results in the Corporation incurring obligations in excess of \$500,000 whether in a single transaction or series of related transactions.”

SECOND: That, in lieu of a meeting and vote of stockholders, the stockholders of said corporation have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and Chief Executive Officer this 11th day of August, 2006.


W. Scott Harkonen, M.D.
President and Chief Executive Officer