

CERTIFICATE OF AMENDMENT
OF
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ASTHMATX, INC.

Asthmatx, Inc., a Delaware corporation, does hereby certify that the following amendment to the corporation's Fourth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, with the approval of such amendment by the corporation's stockholders having been given by written consent without a meeting in accordance with Sections 228(d) and 242 of the Delaware General Corporation Law:

Article IV of the Fourth Amended and Restated Certificate of Incorporation, relating to the authorized shares of the corporation is amended and restated to read in its entirety as follows:

"1. **Authorization of Shares.** This corporation is authorized to issue two classes of shares, designated "Common Stock" and "Preferred Stock," respectively, each of which shall have a \$0.00001 par value per share. The number of shares of Common Stock authorized to be issued is 18,000,000. The number of shares of Preferred Stock authorized to be issued is 12,427,037, of which 2,510,744 are designated as Series AA Preferred Stock, 3,217,102 are designated as Series BB Preferred Stock, 4,199,191 are designated as Series CC Preferred Stock and 2,500,000 are designated as Series DD Preferred Stock."

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 14th day of April, 2008 and the foregoing facts stated herein are true and correct

ASTHMATX, INC.

By: /s/ Glendon French
Glendon French, President