

**CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
ANGIOSCORE INC.**

The undersigned hereby certifies that:

1. He is the duly elected and acting Chief Executive Officer of AngioScore Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on March 5, 2003.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Amended and Restated Certificate of Incorporation amends Article IV Section (A), and the initial paragraph of Article IV Section (B), in their entirety to read as follows:

"(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "**Common Stock**" and "**Preferred Stock**." The total number of shares which the Corporation is authorized to issue is Twenty Million Three Hundred Twenty-Five Thousand (20,325,000) shares, each with a par value of \$0.001 per share. Eleven Million Seven Hundred Twenty-Five Thousand (11,725,000) shares shall be Common Stock and Eight Million Six Hundred Thousand (8,600,000) shares shall be Preferred Stock.

(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation (the "**Restated Certificate**") may be issued from time to time in one or more series. One Million Six Hundred Twenty-Five Thousand (1,625,000) shares of Preferred Stock shall be designated "**Series A-1 Preferred Stock**" and Six Million Nine Hundred Seventy-Five Thousand (6,975,000) shares of Preferred Stock shall be designated "**Series B Preferred Stock**." The rights, preferences, privileges, and restrictions granted to and imposed on the Series A-1 and Series B Preferred Stock are as set forth below in this Article IV(B)."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed at Alameda, California, on December 13, 2004.



Ephraim Heller, Chief Executive Officer

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State of Delaware
Secretary of State
Division of Corporations
Delivered 01:43 PM 12/13/2004
FILED 01:27 PM 12/13/2004
SRV 040898357 - 3632456 FILE