

**SECOND CERTIFICATE OF AMENDMENT OF
FOURTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
ARGOS THERAPEUTICS, INC.**

Pursuant to Section 242
of
the General Corporation Law of the State of Delaware

Argos Therapeutics, Inc. (the “**Company**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the Company is Argos Therapeutics, Inc.

2. At a meeting of the Board of Directors of the Company a resolution was duly adopted pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth this Certificate of Amendment of the Fourth Amended and Restated Certificate of Incorporation of the Company (this “**Certificate of Amendment**”), declaring said Certificate of Amendment to be in the best interest of the Company, and approving said Certificate of Amendment. The stockholders of the Company duly approved said proposed Certificate of Amendment by written consent in lieu of a meeting of the stockholders in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The text of the Certificate of Amendment is as follows:

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The Fourth Amended and Restated Certificate of Incorporation of the Company is hereby further amended by:

1. Deleting the first paragraph of Section 4.1 in its entirety and inserting the following in lieu thereof:

“The total number of shares of all classes of stock which the Company shall have authority to issue pursuant to this Fourth Amended and Restated Certificate of Incorporation (this “**Restated Certificate**”) is 391,519,894, of which (i) 230,000,000 shares are of a class designated “**Common Stock**”, \$0.001 par value (the “**Common**”), and (ii) 161,519,894 shares are of a class designated “**Preferred Stock**”, \$0.001 par value (the “**Preferred**”), of which 1,648,253 shares are of a series of such class designated “**Series A Preferred Stock**” (the “**Series A Preferred**”), 29,799,083 shares are of a series of such class designated “**Series B Preferred Stock**” (the “**Series B Preferred**”), 3,671,086 shares are of a series of such class designated “**Series B-1 Preferred Stock**” (the “**Series B-1 Preferred**”), and 126,401,472 shares are of a series of such class designated “**Series C Preferred Stock**” (the “**Series C Preferred**”).”

2. Deleting subparagraph (3) of Section 4.3.4.4.4(A) in its entirety and inserting the following in lieu thereof:

“(3) up to 37,622,303 shares of Common issued upon the exercise of any options granted to employees or directors of, or consultants to, the Company as compensation for services rendered to the Company pursuant to one or more option plans approved by the affirmative vote or written consent of the Board of Directors, (such amount to be adjusted, proportionately in the event shares of Common are subdivided into a greater number or combined into a lesser number),”

3. Deleting subparagraph (6) of Section 4.3.4.4.4(A) in its entirety and inserting the following in lieu thereof:

“(6) up to 54,471 shares of Common and 1,600,000 shares of Series B Preferred issued upon the exercise of warrants described in the Disclosure Schedule to the Series C Purchase Agreement (such amounts to be adjusted proportionately in the event shares of Common are subdivided in to a greater number or combined into a lesser number),”

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IN WITNESS WHEREOF, the Company has caused this Second Certificate of Amendment of Fourth Amended and Restated Certificate of Incorporation to be executed on its behalf by John N. Bonfiglio, its President and Chief Executive Officer this 19th day of February, 2009.

/s/ John N. Bonfiglio

John N. Bonfiglio

President & Chief Executive Officer

Argos Therapeutics, Inc.
Second Certificate of Amendment to
Third Amended and Restated Certificate of Incorporation
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