

State of Delaware
Secretary of State
Division of Corporations
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**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AGILE THERAPEUTICS, INC.**

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

DOES HEREBY CERTIFY THAT:

FIRST: The Board of Directors of Agile Therapeutics, Inc. (the "*Corporation*"), pursuant to a written consent of the directors dated as of June 10, 2010, duly adopted the following resolution setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling for consideration thereof by the stockholders of the Corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of Agile Therapeutics, Inc. shall be amended as set forth on Exhibit A hereto.

SECOND: Thereafter, pursuant to a resolution of the Board of Directors, the following stockholders of the Corporation voted in favor of the amendment: (i) the holders of a majority of the outstanding shares of all classes of capital stock of the Corporation, voting together as a single class, and (ii) the holders of a majority of the outstanding shares of the Series A-1 Convertible Preferred Stock of the Corporation and the Series B Convertible Preferred Stock of the Corporation, voting together as a single class and on an as-converted basis.

THIRD: The amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. With respect to such adoption, written consent of the stockholders of the Corporation has been given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice has been given as provided in Section 228.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of June//, 2010.

AGILE THERAPEUTICS, INC.

By: 

Thomas M. Rossi

President and Chief Executive Officer

EXHIBIT A

1. The first sentence of Article Fourth shall be amended and restated as follows:

"FOURTH. - The aggregate number of shares of stock that the Corporation shall have the authority to issue is 12,893,987, of which 8,000,000 shares are Common Stock with a par value of \$.0001 per share (the "*Common Stock*"), and 4,893,987 shares are Preferred Stock with a par value of \$.0001 per share (the "*Preferred Stock*")."

2. Section VI(a) of Article Fourth shall be amended and restated as follows:

"There is hereby created a series of 4,510,066 shares of Preferred Stock designated "Series B Convertible Preferred Stock," having a Conversion Value of \$10.00 per share, an initial Conversion Price of \$10.00 per share and the other preferences, voting powers, qualifications, limitations, restrictions and special or relative rights or privileges set forth in this Certificate of Incorporation. The "*Original Issuance Price*" for each share of Series B Preferred Stock shall mean \$10.00 per share of Series B Preferred Stock."

3. Except as set forth in this Exhibit A, the Amended and Restated Certificate of Incorporation shall remain in full force and effect.