

# Delaware

PAGE 1

*The First State*

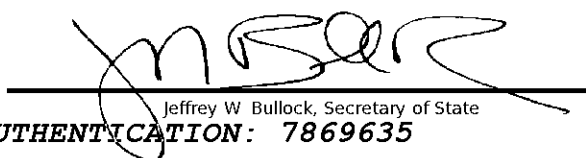
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PROTONEX TECHNOLOGY CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2010, AT 2:05 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7869635

DATE: 03-15-10

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**PROTONEX TECHNOLOGY CORPORATION**

PROTONEX TECHNOLOGY CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That at a meeting of the Board of Directors of Protonex Technology Corporation, resolutions were duly adopted setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing that said amendment be considered at a meeting of the stockholders of said corporation. The resolution setting forth the proposed amendment is as follows:

**RESOLVED:** That this Board of Directors hereby declares it advisable that the Amended and Restated Certificate of Incorporation of the Corporation be amended by deleting paragraph **FOURTH** thereof in its entirety and substituting therefor the following:

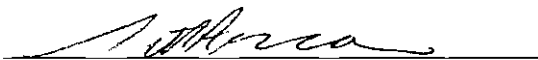
**FOURTH.** The total number of shares of all classes of stock which the Company shall have authority to issue is 120,000,000 shares of Common Stock, \$0.005 par value per share."

**SECOND:** That thereafter, a meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the aforesaid amendment.

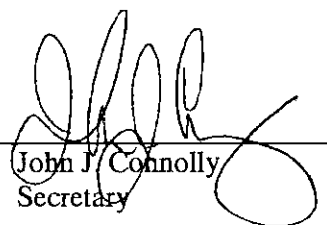
**THIRD:** That said amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Protonex Technology Corporation has caused this Certificate to be signed by Scott A. Pearson, its President, and attested by John J. Connolly, its Secretary, this 15<sup>th</sup> day of March 2010.

PROTONEX TECHNOLOGY  
CORPORATION

By:   
Scott A. Pearson  
President

ATTEST:

By:   
John J. Connolly  
Secretary