

Secretary of State
Division of Corporations
Delivered 12:03 PM 04/16/2003
FILED 12:00 PM 04/16/2003
SRV 030249693 - 3632661 FILE

CERTIFICATE OF MERGER

of

AMBION, INC.
(a Texas corporation)

into

AMBION, INC.
(a Delaware corporation)

AMBION, INC., a Delaware corporation, under and in accordance with Section 252 of the Delaware General Corporation Law (the "DGCL"), hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations in the merger are:
 - (a) Ambion, Inc., a Delaware corporation ("Ambion Delaware"); and
 - (b) Ambion, Inc., a Texas corporation ("Ambion Texas").
2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by Ambion Delaware in accordance with the provisions of subsection (c) of Section 252 of the DGCL and by Ambion Texas in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act.
3. Ambion Delaware will be the surviving corporation following the merger, using the name "Ambion, Inc."
4. The certificate of incorporation of Ambion Delaware shall be the certificate of incorporation of the surviving corporation until thereafter duly amended in accordance with its terms and the DGCL.
5. The executed agreement and plan of merger is on file at the principal place of business of Ambion Delaware at 2130 Woodward Street, Suite 200, Austin, Texas 78744-1832.
6. A copy of the agreement and plan of merger will be furnished by Ambion Delaware, on request and without cost, to any holder of stock of Ambion Texas or Ambion Delaware.
7. The authorized capital stock of Ambion Texas is 90,000,000 shares, par value \$0.01 per share.

* * *

IN WITNESS WHEREOF, Ambion, Inc., a Delaware corporation, has caused this Certificate of Merger to be signed by its President on this 16th day of April, 2003.

AMBION, INC.

By: /s/ Matthew M. Winkler
Matthew M. Winkler
Chief Executive Officer