

Delaware

PAGE 1

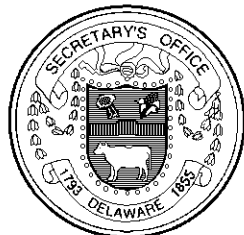
The First State


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 "AQUABOUNTY TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2010, AT 1:03 O'CLOCK P.M.

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

2282110 8100

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8320726

DATE: 10-29-10

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AQUABOUNTY TECHNOLOGIES, INC.

AquaBounty Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), hereby certifies that:

1. The name of the Corporation is AquaBounty Technologies, Inc.
2. The amendments to the Amended and Restated Certificate of Incorporation of the Corporation (the "**Certificate of Incorporation**") proposed by the directors and adopted by the stockholders of the Corporation are as follow:

RESOLVED, that a new Section 4(d) of the Certificate of Incorporation shall be inserted immediately following Section 4(c) of the Certificate of Incorporation as follows:

4(d) The Corporation shall not issue, redeem, or repurchase any shares of Common Stock or Preferred Stock, except an issuance of shares of Common Stock pursuant to the Corporation's stock option or incentive plans as described in Section 4(c)(ii), without first obtaining (a) the affirmative vote of the holders of 65 percent of the shares of Common Stock represented (in person or by proxy) at a meeting of the stockholders duly called and held, or (b) the written consent of the holders of 65 percent of the Common Stock then outstanding.

RESOLVED, that a new Section 5(c) shall be inserted immediately following Section 5(b) of the Certificate of Incorporation, as follows:

5(c)(i) The Board of Directors of the Corporation shall not declare or pay a dividend or other cash distribution upon the shares of capital stock of the Corporation without first obtaining (a) the affirmative vote of the holders of 65 percent of the shares of Common Stock represented (in person or by proxy) at a meeting of the stockholders duly called and held, or (b) the written consent of the holders of 65 percent of the shares of Common Stock then outstanding.

(ii) The Corporation shall not incur Indebtedness, other than Indebtedness incurred to provide working capital for use in the ordinary course of business of the Corporation or its subsidiaries, without first obtaining (a) the affirmative vote of the holders of 65 percent of the shares of Common Stock represented (in person or by

proxy) at a meeting of the stockholders duly called and held, or (b) the written consent of the holders of 65 percent of the Common Stock then outstanding. For the purposes of this Section, "Indebtedness" shall mean obligations for borrowed money in the nature of borrowings (including, without limitation, bonds, debentures, notes and sale and leaseback arrangements), but excluding, for the avoidance of doubt, trade or other accounts payable.

RESOLVED, that the following sentence shall be appended to the end of Section 8(b) of the Certificate of Incorporation: "Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of 65 percent of the voting power of all the then-outstanding shares of the Common Stock, voting together as a single class, shall be required to alter, amend or repeal Section 4(a), Section 4(d), Section 5(a)(i), or Section 5(c)."

3. Such amendments to the Certificate of Incorporation have been duly adopted in accordance with the provisions of Sections 141(f) and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be executed in its name and on its behalf by an authorized officer this 29 day of October, 2010.

AquaBounty Technologies, Inc.,
a Delaware corporation

By: 

Name: Ronald Stotish

Title: President and Chief Executive Officer