

# Delaware

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*The First State*

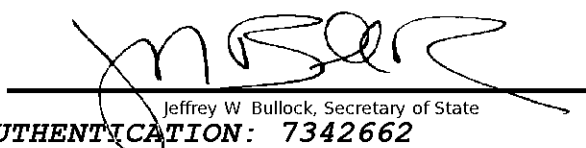
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MEDGENICS, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF JUNE, A.D. 2009, AT 3:30 O'CLOCK P.M.

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: 7342662

DATE: 06-04-09

**CERTIFICATE OF AMENDMENT  
TO THE AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MEDGENICS, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is Medgenics, Inc.
2. The corporation's Amended and Restated Certificate of Incorporation, which was previously filed with the Secretary of State of the State of Delaware on December 3, 2007, is hereby amended by deleting ARTICLE XII thereof in its entirety
3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and by the written consent of the holders of issued shares of capital stock of the corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

Dated as of the 4<sup>th</sup> day of June, 2009.

**Medgenics, Inc.**



**Andrew L. Pearlman, President**