

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
ABAXIS, INC.

JAN 30 1992

FILED OFFICE OF THE SECRETARY OF STATE

Richard K. Leute and Gary H. Stroy certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Abaxis, Inc., a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLE I

The name of the Corporation is Abaxis, Inc.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

(a) The Corporation is authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock." The total number of shares of Preferred Stock the Corporation shall have authority to issue is 5,000,000 shares and the total number of shares of Common Stock the Corporation shall have authority to issue is 20,000,000 shares.

(b) The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased,

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the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### ARTICLE IV

(a) The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation or its shareholders through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of that otherwise permitted by Section 317 of the California Corporations Code, subject only to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

(c) Any repeal or modification of any provision of this Article IV shall only be prospective and shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification."

3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of the Corporation.

4. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of the shareholders of the Corporation in accordance with Section 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Corporation entitled to vote as of the record date, October 31, 1991, with respect to the foregoing Amended and Restated Articles of Incorporation was 1,034,844 shares of Common Stock, 1,134,354 shares of Series A Preferred Stock and 1,372,726 shares of Series B Preferred Stock. The number of shares voting in favor of the amendment equaled or

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exceeded the vote required, such required vote being a majority of the then outstanding shares of Common Stock voting as a class, a majority of the then outstanding shares of Series A Preferred Stock and Series B Preferred Stock voting together as a class, and a majority of the then outstanding voting shares.

5. Subsequent to the approval and prior to the filing of the foregoing Amended and Restated Articles of Incorporation, pursuant to Article III, Section D(1)(b) of the Second Amended and Restated Articles of Incorporation filed January 13, 1992 each outstanding share of Series A Preferred Stock and Series B Preferred Stock converted into one share of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed this 30th day of January, 1992 in Mountain View, California.

  
Richard K. Leute, President

  
Gary H. Stroy, Secretary

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