

Delaware

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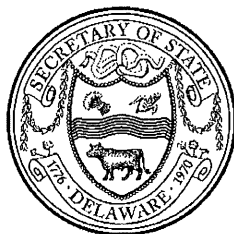
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALTAIR NANOTECHNOLOGIES INC." FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 2012, AT 3:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIFTEENTH DAY OF MAY, A.D. 2012.

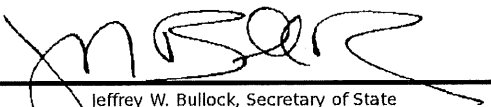
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9568008

DATE: 05-11-12

ALTAIR NANOTECHNOLOGIES INC.

Certificate of Incorporation

THE UNDERSIGNED, being a natural person, hereby certifies, for the purpose of organizing a corporation under the General Corporation Law of the State of Delaware, that:

FIRST: The name of the Corporation is Altair Nanotechnologies Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, DE 19904, County of Kent. The name of the registered agent of the Corporation in the State of Delaware at such address is National Registered Agents, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 200,000,000 shares, all of which shall be shares of Common Stock, par value \$.001 per share. Except as otherwise provided by law, the shares of stock of the Corporation, regardless of class, may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

Subject to the provisions of applicable law or of the By-laws with respect to the closing of the transfer books or the fixing of a record date for the determination of stockholders entitled to vote, and except as otherwise provided by law, the holders of outstanding shares of Common Stock shall exclusively possess the voting power for the election of directors and for all other purposes, each holder of record of shares of Common Stock being entitled to one vote for each share of Common Stock standing in the holder's name on the books of the Corporation.

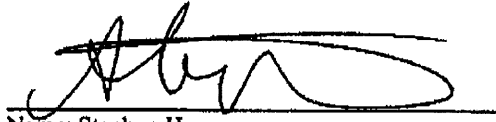
FIFTH: The name and mailing address of the incorporator are Stephen Huang, c/o Altair Nanotechnologies Inc., 204 Edison Way, Reno, Nevada 85902.

SIXTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this Certificate of Incorporation, By-laws of the Corporation may be adopted, amended or repealed by a majority of the Board of Directors of the Corporation, but any By-laws adopted by the Board of Directors may be amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

SEVENTH: (a) A director of the Corporation shall not be personally liable either to the Corporation or to any stockholder for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, or (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit. Neither amendment nor repeal of this paragraph (a) nor the adoption of any provision of the Certificate of Incorporation of the Corporation inconsistent with this paragraph (a) shall eliminate or reduce the effect of this paragraph (a) in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph (a) of this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by law, and the Corporation may adopt By-laws or enter into agreements with any such person for the purpose of providing for such indemnification.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation on this 11th day of May 2012. This Certificate of Incorporation is to be effective as of May 15, 2012.

A handwritten signature in black ink, appearing to read 'Stephen Huang', is written over a horizontal line.

Name: Stephen Huang
Sole Incorporator

Delaware

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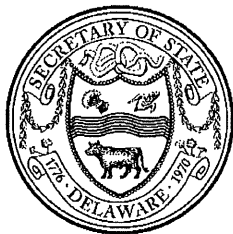
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALTAIR NANOTECHNOLOGIES INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 2012, AT 8:43 O'CLOCK P.M.

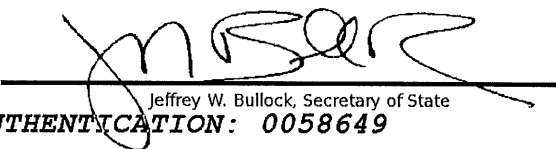
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0058649

DATE: 12-12-12

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
(Pursuant to Section 242)

* * * * *

Altair Nanotechnologies Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), is amended as follows:

A. The following is to be added immediately following the last paragraph of Article IV of the Certificate of Incorporation:

Each six (6) shares of Common Stock issued and outstanding as of 5:00 P.M. Eastern time on December 17, 2012 (the "Effective Time") shall be, as of the Effective Time, combined into one (1) share of Common Stock (the "Consolidation"); provided, however, that fractional shares of Common Stock remaining after the Consolidation of all shares held by a stockholder shall be addressed below.

Each certificate representing shares of Common Stock that are issued and outstanding immediately prior to the Effective Time, shall thereafter for all purposes be deemed to represent one (1) share of Common Stock for each six (6) shares of Common Stock represented by such certificate; and each holder of record of a certificate for six (6) or more shares of Common Stock as of the Effective Time shall be entitled to receive, as soon as practicable, upon surrender of such certificate to transfer agent having charge of the stock transfer books of the Corporation (the "Transfer Agent") together with the form of transmittal letter provided by such Transfer Agent, a certificate or certificates representing one (1) share of Common Stock for each six (6) shares of Common Stock represented by the certificate of such holder immediately prior to the Effective Time; provided, however, that fractional shares of Common Stock remaining after the Consolidation of all shares held by a stockholder shall be addressed below. The shares of Common Stock represented by certificates issued pursuant to this paragraph shall be validly issued, fully paid and nonassessable.

No fractional shares or scrip certificates shall be issued to the holders of presently issued and outstanding shares of Common Stock as a result of the Consolidation. In lieu of fractional shares, stockholders who would otherwise be entitled to receive a fractional share after the Consolidation of all shares held by the stockholder will receive one (1) whole share of Common Stock.

Neither the number of shares of authorized Common Stock, nor the par value of the Common Stock, shall be affected by this Certificate of Amendment.

SECOND: That the Board of Directors, by unanimous vote, has duly adopted a resolution in which the Consolidation was proposed, declaring the Consolidation to be advisable and directing that it be submitted for action thereon by the stockholders of the Corporation.

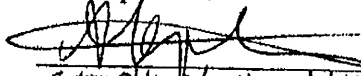
THIRD: That the stockholders of the Corporation, at an annual and special meeting of the stockholders of the Corporation held on November 28, 2012 and upon the recommendation of the Board of Directors, voted to authorize the Board of Directors to effect such Consolidation, which such authorization included the authority to cause the officers of the Company to execute and deliver this Certificate of Incorporation.

FOURTH: That the Board of Directors of the Corporation, by unanimous vote at a meeting of the Board of Directors held on December 6, 2012, has duly adopted a resolution in which the foregoing amendments to the Certificate of Incorporation were set forth, declaring said amendments to be advisable and directing that the executive officers of the Corporation execute and deliver this Certificate of Incorporation.

FIFTH: That the foregoing amendments to the Certificate of Incorporation were in all respects duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment executed on the date set forth below.

ALTAIR NANOTECHNOLOGIES INC.,
a Delaware corporation

By: 
Name: STEPHEN B. HUANG
Title: CFO
Date: 12/11/12