

**ARTICLES OF INCORPORATION
OF
ONCOCYTE CORPORATION**

ONE: The name of this corporation is OncoCyte Corporation.

TWO: 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.

THREE: The name and address in this State of the corporation's initial agent for service of process is:

Judith Segall
1301 Harbor Bay Parkway, Suite 100
Alameda, California 94502

FOUR: The corporation is authorized to issue two classes of shares, which shall be designated "Common Stock" and "Preferred Stock." The number of shares of Common Stock which the corporation is authorized to issue is 50,000,000, and the number of shares of Preferred Stock which the corporation is authorized to issue is 5,000,000. The Preferred Stock may be issued in one or more series as the board of directors may by resolution designate. The board of directors is authorized to fix the number of shares of any series of Preferred Stock and to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon the Preferred Stock as a class, or upon any wholly unissued series of Preferred Stock. The board of directors may, by resolution, increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issue of shares of that series.

FIVE: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The corporation is authorized to indemnify "agents", as such term is defined in Section 317 of the California Corporations Code, to the fullest extent permissible under California law.

DATED: September 3, 2009

/s/ Richard S. Soroko

Richard S. Soroko, Incorporator