

EXHIBIT A

**SECOND RESTATED
CERTIFICATE OF INCORPORATION
OF
VALENCE TECHNOLOGY, INC.**

I.

The name of this corporation is Valence Technology, Inc.

II.

The registered agent and the address of the registered office in the State of Delaware are:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801
New Castle County

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

IV.

1. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is sixty million (60,000,000) shares. Fifty million (50,000,000) shares shall be Common Stock, each having a par value of one-tenth of one cent (\$.001). Ten million (10,000,000) shares shall be Preferred Stock, each having a par value of one-tenth of one cent (\$.001).

2. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate pursuant to the Delaware General Corporation Law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof, including without limitation the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption

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price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series and the designation thereof, or any of them (a "Preferred Stock Designation"); 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, 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.

V.

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

2. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of at least a majority of the voting power of all of the then outstanding shares of the capital stock of the corporation (considered for this purpose as one class); and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

3. The directors of the corporation need not be elected by written ballot unless the Bylaws so provide.

4. Following the effectiveness of the registration of any class of securities of the corporation pursuant to the requirements of the Securities Exchange Act of 1934, as amended, no action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent.

5. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation.

6. Any director, or the entire Board of Directors, may be removed from office at any time (i) with cause by the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation, voting together as a single class; or (ii) without cause by the affirmative vote of the holders of at least sixty-six and two-thirds (66-2/3%) of the voting power of all of the then-outstanding shares of the capital stock of the corporation voting together as a single class.

VI.

To the full extent not prohibited by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of his fiduciary duty as a director. Neither any amendment or repeal of this Article VI, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article VI in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

VII.

Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the capital stock of the corporation required by law, this Certificate of Incorporation or any Preferred Stock Designation, the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding capital stock of the corporation, voting together as a single class, shall be required to alter, amend or repeal Article V or Article IX.

VIII.

The corporation is to have perpetual existence.

IX.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this right.

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CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
VALENCE TECHNOLOGY, INC.

Lev M. Dawson hereby certifies that:

- I. I am the Chief Executive Officer of Valence Technology, Inc.
- II. Valence Technology, Inc. is a corporation organized and existing under and
by virtue of the General Corporation Law of the State of Delaware (the "GCL").
- III. The amendment to the Certificate of Incorporation of the Corporation set forth below has been consented to in writing by Unanimous Written Consent
of the Board of Directors of the Corporation in accordance with Section 141(f) of the General Corporation Law of the State of Delaware.
- IV. The annual meeting of the stockholders of the Corporation was duly called
and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the amendment to
the Certificate of Incorporation of the Corporation set forth below was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.
- V. Article IV of the Certificate of Incorporation of the Corporation is hereby
amended in its entirety to read as follows:

"Article IV

1. The authorized capital stock of the Corporation shall consist of one hundred ten million shares (110,000,000), of which one hundred million
(100,000,000) shares shall be designated Common Stock, par value \$.001
per share (the "COMMON STOCK"), and ten million (10,000,000) shares shall be designated Preferred Stock, par value \$.001 per share (the "PREFERRED STOCK").
2. Shares of Preferred Stock may be issued from time to time in one or more
classes or series, each of which class of series shall have such distinctive designation or title as shall be fixed by the Board of Directors of the Corporation (the "BOARD") prior to the issuance of any
shares thereof. Each such class or series of Preferred Stock shall have
such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as
shall be stated in such resolution or resolutions providing for the

from issue of such class or series of Preferred Stock as may be adopted
time to time by the Board prior to the issuance of any shares thereof
pursuant to the authority hereby expressly vested in it, all in
accordance with the GCL."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Amendment this ____ day of February, 2000.

Lev M. Dawson
Chairman of the Board, Chief Executive
Officer and President

Delaware

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I, HARRIET SMITH WINDSOR, 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 "VALENCE TECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 2004, AT 3:32 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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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3460941

DATE: 11-08-04

**CERTIFICATE OF AMENDMENT OF
SECOND RESTATED
CERTIFICATE OF INCORPORATION OF
VALENCE TECHNOLOGY, INC.**

Valence Technology, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is Valence Technology, Inc. (the "Corporation"). The Corporation was originally incorporated under the name Ultracell, Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 3, 1989.

2. In accordance with Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, the Board of Directors, at a meeting duly held on August 23, 2004, duly adopted and approved resolutions setting forth a proposed amendment of the Corporation's Second Restated Certificate of Incorporation, as amended, deeming such amendment advisable and directing that the proposed amendment be considered at the next annual meeting of the stockholders of the Corporation. In accordance with Sections 211 and 242 of the General Corporation Law of the State of Delaware, the Corporation's stockholders, at the Corporation's 2004 Annual Meeting held on October 28, 2004, approved the Certificate of Amendment of the Corporation's Second Restated Certificate of Incorporation.

3. The first paragraph of Article IV of the Corporation's Second Restated Certificate of Incorporation, as amended, is amended to read in its entirety as follows:

1. The authorized capital stock of the Corporation shall consist of two hundred ten million shares (210,000,000), of which two hundred million (200,000,000) shares shall be designated Common Stock, par value \$0.001 per share, and ten million (10,000,000) shares shall be designated Preferred Stock, par value \$0.001 per share.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment of the Corporation's Second Restated Certificate of Incorporation in the name and on behalf of the Corporation on the 5 day of November, 2004, and the statements contained herein are affirmed as true under penalty of perjury.



Kevin W. Mischnick
Vice President of Finance and Assistant
Secretary