

**CERTIFICATE OF AMENDMENT  
OF  
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
AOPTIX TECHNOLOGIES, INC.**

The undersigned, Dean Senner, hereby certifies that:

1. He is the President of AOptix Technologies, Inc., a Delaware corporation (the "Company").
2. The first two paragraphs of Article IV of the Fourth Amended and Restated Certificate of Incorporation of the Company are amended and restated to read in their entirety as follows:

The Company is authorized to issue two classes of stock to be designated Common Stock and Preferred Stock. The aggregate number of shares that the Company shall have authority to issue is 136,522,000 consisting of 78,500,000 shares of Common Stock, par value \$0.01 per share, and 58,022,000 shares of Preferred Stock, par value \$0.01 per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The first series shall be designated "**Series A Preferred Stock**" and shall consist of 350,000 shares. The second series shall be designated "**Series A-1 Preferred Stock**" and shall consist of 12,500,000 shares. The third series shall be designated "**Series A-2 Preferred Stock**" and shall consist of 5,000,000 shares. The fourth series shall be designated "**Series B Preferred Stock**" and shall consist of 40,172,000 shares. The Series A Preferred Stock, the Series A-1 Preferred Stock and the Series A-2 Preferred Stock are collectively referred to herein as the "**Series Preferred Stock**". The Series Preferred Stock and the Series B Preferred Stock are collectively referred to herein as the "**Preferred Stock**". The rights, preferences, privileges and restrictions granted to and imposed upon the Preferred Stock are as follows:

3. Article IV, Section 1(a)(ix) of the Fourth Amended and Restated Certificate of Incorporation of the Company is hereby amended to read in its entirety as follows:

(ix) pursuant to grants of options to purchase Common Stock or grants of restricted stock, in each case, to directors and employees of, and consultants to, the Company in a manner determined by the Board of Directors and which are cumulatively not more than 12,313,250 shares (as appropriately adjusted for any subsequent stock splits, stock dividends, recapitalizations and the like);

4. The first sentence of Article IV, Section 5(c) of the Fourth Amended and Restated Certificate of Incorporation of the Company is hereby amended to read in its entirety as follows:

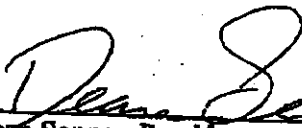
The authorized number of directors shall be eight.

5. Article IV, Section 5(d)(iv)(G) of the Fourth Amended and Restated Certificate of Incorporation of the Company is hereby amended to read in its entirety as follows:

(G) increase the number of shares available for awards under the Company's stock option plans above 12,313,250 shares (except by stock splits, recapitalizations and the like);

6. This Certificate of Amendment has been duly adopted by the Board of Directors and stockholders of the Company in accordance with Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Fourth Amended and Restated Certificate of Incorporation on June 15 2005.

  
Dean Senner, President