

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATE CERTIFICATE OF INCORPORATION
OF
AEROSCOUT INC.

AeroScout Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "*Corporation*"), does hereby certify as follows:

1. This Amendment to the Amended and Restated Certificate of Incorporation of the Corporation (the "*Amendment*") has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the "*GCL*") by the Board of Directors of the Corporation by written consent given in accordance with the provisions of Section 141(f) of the GCL.
2. This Amendment has been approved and adopted in accordance with Section 242 of the GCL by the holders of the requisite number of shares of the issued and outstanding stock of the Corporation entitled to vote on the Amendment by written consent given in accordance with the provisions of Section 228 of the GCL.
3. The Certificate of Incorporation is hereby amended by deleting the first paragraph of Article IV entitled "Authorized Stock" in its entirety and replacing such first paragraph with the following new paragraph as follows:


Authorized Stock

This Corporation is authorized to issue two classes of stock, designated "Preferred Stock" and "Common Stock." The total number of shares that this Corporation shall have authority to issue is 113,300,000, of which 63,700,000 shares shall be Common Stock, \$0.001 par value per share, and 49,600,000 shares shall be Preferred Stock, \$0.001 par value per share. 521,758 of the authorized shares of Preferred Stock are hereby designated "Series A-1 Preferred Stock" (the "**Series A-1 Preferred**"), 27,860,782 of the authorized shares of Preferred Stock are hereby designated "Series B-1 Preferred Stock" (the "**Series B-1 Preferred**") and 21,200,000 of the authorized shares of Preferred Stock are hereby designated "Series C Preferred Stock" (the "**Series C Preferred**" and, together with the Series A-1 Preferred and Series B-1 Preferred, the "**Series Preferred**").

4. This Amendment shall be effective on the date this Certificate of Amendment is filed and accepted by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Yuval Bar-Gil, its Chief Executive Officer, this 2nd day of February, 2007.

AEROSOCUT INC.


By: _____
Yuval Bar-Gil, Chief Executive Officer