

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ARISTOS LOGIC CORPORATION**

Anil Gupta hereby certifies that:

1. He is the President of ARISTOS LOGIC CORPORATION, a Delaware corporation (the "Corporation").
2. The Certificate of Incorporation of said Corporation was originally filed with the secretary of state of Delaware on April 22, 2005.
3. The Amended and Restated Certificate of Incorporation was filed on May 3, 2005.
4. The Second Amended and Restated Certificate of Incorporation was filed on August 3, 2005.
5. The Certificate of Amendment of Second Amended and Restated Certificate of Incorporation was filed on April 17, 2006.
6. The Amended and Restated Certificate of Incorporation of this Corporation is hereby further amended and restated to read in full as follows:

"ARTICLE 1

The name of the Corporation is as follows:

ARISTOS LOGIC CORPORATION

ARTICLE 2

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of the Corporation's registered agent at that address is Corporation Service Company.

ARTICLE 3

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 amended from time to time.

ARTICLE 4

A. Classes of Stock. The 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 909,453,687 shares. 500,159,015 shares shall be Common

Stock, \$.0001 par value per share, and 409,294,672 shares shall be Preferred Stock, \$.0001 par value per share.

B. Rights, Preferences and Restrictions of Common Stock.

1. Dividends. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, if, when and as declared by the Board of Directors of this Corporation (the "Board"), out of any assets legally available therefor, such dividends as may be declared from time to time by the Board. Such dividends on the Common Stock shall not accrue nor shall such dividends be cumulative.

2. Liquidation, Dissolution or Winding-Up. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section 2 of Division (C) of this Article Four.

3. Redemption. The holders of Common Stock shall not be entitled to require the Corporation to redeem any shares of Common Stock.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Corporation's Bylaws, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The holders of shares of Common Stock shall be entitled to additional voting rights with respect to the election and removal of directors as provided in Section 4(b) of Division (C) of this Article Four.

C. Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by this Third Amended and Restated Certificate of Incorporation shall be issued in series. The first series shall be designated as "Series B-1 Preferred Stock," and shall consist of Fifty Million Two Hundred Forty-One Thousand Nine Hundred Thirty-Five (50,241,935) shares and shall have an initial issue price of \$0.31 per share (the "Series B-1 Initial Issue Price"). The second series shall be designated as "Series C Preferred Stock," and shall consist of Ninety-Three Million Four Hundred Eighty-Four Thousand Two Hundred Seven (93,484,207) shares and shall have an initial issue price of \$0.2229 per share (the "Series C Initial Issue Price"). The third series shall be designated as "Series D Preferred Stock" and shall consist of Fifty Four Million Five Hundred Sixty-Eight Thousand Five Hundred Thirty (54,568,530) shares and shall have an initial issue price of \$0.2364 per share (the "Series D Initial Issue Price"). The fourth series shall be designated as "Series E Preferred Stock" and shall consist of Sixty-One Million (61,000,000) shares and shall have an initial price of \$0.25 per share (the "Series E Initial Issue Price"). The fifth series shall be designated as "Series F Preferred Stock" and shall consist of Fifty Million (50,000,000) shares and shall have an initial price of \$0.30 per share (the "Series F Initial Issue Price"). The remaining authorized shares of Preferred Stock may be issued from time to time in one or more series. Subject to the provisions of Section 7(iii), the Board is expressly authorized to provide for the issue of all or any of the remaining authorized shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each wholly unissued series of Preferred Stock, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board providing for the issue of such shares and as may be permitted by the General Corporation Law of the State of

Delaware. The Board is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series other than the Series B-1 Preferred Stock, the Series C Preferred Stock, the Series D Preferred Stock, the Series E Preferred Stock or the Series F Preferred Stock subsequent to the issue of shares of that series. In case the number of shares of any such 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. The Corporation shall from time to time in accordance with the laws of the State of Delaware increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock. The rights, preferences, privileges and restrictions granted to or imposed upon the Series B-1 Preferred Stock, the Series C Preferred Stock, the Series D Preferred Stock, the Series E Preferred Stock and the Series F Preferred Stock are as follows:

1. Dividends.

(a) Series B-1 Preferred Stock. The holders of shares of Series B-1 Preferred Stock shall be entitled to receive, if, when and as declared by the Board, and out of any assets legally available therefor, quarterly dividends at the rate of six percent (6%) per share per annum of the Series B-1 Initial Issue Price on each outstanding share of Series B-1 Preferred Stock. Such dividends on the Series B-1 Preferred Stock shall not accrue nor shall such dividends be cumulative but shall be (a) prior to and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock (known as "Dividends Payable in Stock")) on the Common Stock, and (b) subject to the prior and preferential declaration or payment of dividends (other than Dividends Payable in Stock) on the Series C Preferred Stock set forth in Section 1(b) below, and on the Series D Preferred Stock, the Series E Preferred Stock and the Series F Preferred Stock set forth in Section 1(c) below.

(b) Series C Preferred Stock. The holders of shares of Series C Preferred Stock shall be entitled to receive, if, when and as declared by the Board, and out of any assets legally available therefor, quarterly dividends at the rate of eight percent (8%) per share per annum of the Series C Initial Issue Price on each outstanding share of Series C Preferred Stock. Such dividends on the Series C Preferred Stock shall not accrue nor shall such dividends be cumulative, but shall be (a) prior to and in preference to any declaration or payment of any dividend (other than Dividends Payable in Stock) on the Common Stock or the Series B-1 Preferred Stock, and (b) subject to the prior and preferential declaration or payment of dividends (other than Dividends Payable in Stock) on the Series D Preferred Stock, the Series E Preferred Stock and the Series F Preferred Stock set forth in Section 1(c) below. The holders of shares of Series C Preferred Stock shall be entitled, if, when and as declared by the Board, and out of any assets legally available therefor, to participate on a *pari passu* basis with the holders of Common Stock or the Series B-1 Preferred Stock in any dividends paid on the Common Stock or the Series B-1 Preferred Stock on an as-converted into Common Stock basis, as set forth in Section 1(a) above.

(c) Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock. Subject to the rights of any other series of Preferred Stock which may from time to time come into existence, the holders of shares of Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall be entitled to receive, on a *pari passu* basis, if, when and as declared by the Board, and out of any assets legally available therefor, quarterly dividends at the rate of eight percent (8%) per share per annum of the Series D Initial Issue Price, the Series E Initial Issue

Price and the Series F Initial Issue Price, as applicable, on each outstanding share of Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock, respectively. Such dividends on the Series D Preferred Stock, the Series E Preferred Stock and the Series F Preferred Stock shall not accrue nor shall such dividends be cumulative, but shall be prior to and in preference to any declaration or payment of any dividend (other than Dividends Payable in Stock) on the Common Stock, the Series B-1 Preferred Stock and the Series C Preferred Stock. The holders of shares of Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall be entitled, if, when and as declared by the Board, and out of any assets legally available therefor, to participate on a *pari passu* basis with the holders of Common Stock, the Series B-1 Preferred Stock and the Series C Preferred Stock in any dividends paid on the Common Stock, the Series B-1 Preferred Stock or the Series C Preferred Stock on an as-converted into Common Stock basis, as set forth in Sections 1(a) and (b) above.

2. Liquidation, Dissolution or Winding-Up.

(a) Subject to the rights of any other series of Preferred Stock which may from time to time come into existence, in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series D Preferred Stock, the Series E Preferred Stock and the Series F Preferred Stock shall be entitled to receive, on a *pari passu* basis, prior and in preference to any distribution of any assets or funds of the Corporation including cash or securities received as part of any merger or consolidation from any successor corporation to the holders of Series C Preferred Stock, Series B-1 Preferred Stock and Common Stock, by reason of their ownership thereof, the amount equal to the Series D Initial Issue Price, the Series E Initial Issue Price, and the Series F Initial Issue Price, as applicable (as adjusted for stock dividends, splits, combinations and the like, but not adjusted for diluting issues) for each share of Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock, as applicable, then held by such holders plus any and all declared but unpaid dividends. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series D Preferred Stock, the Series E Preferred Stock and the Series F Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive if sufficient funds were available to pay the full aforesaid preferential amounts.

(b) Upon the completion of the distributions required by Section 2(a) hereof, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any assets or funds of the Corporation including cash or securities received as part of any merger or consolidation from any successor corporation to the holders of Series B-1 Preferred Stock and Common Stock, by reason of their ownership thereof, the amount equal to the Series C Initial Issue Price (as adjusted for stock dividends, splits, combinations and the like, but not adjusted for diluting issues) for each share of Series C Preferred Stock then held by such holders plus any and all declared but unpaid dividends. If, after completion of the distributions required by Section 2(a) above, the remaining assets and funds thus distributed among the holders of Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series C Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive if sufficient funds were available to pay the full aforesaid preferential amounts.

(c) Upon the completion of the distributions required by Sections 2(a) and 2(b) hereof, the holders of the Series B-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any assets or funds of the Corporation including cash or securities received as part of any merger or consolidation from any successor corporation to the holders of Common Stock, by reason of their ownership thereof, the amount equal to the Series B-1 Initial Issue Price (as adjusted for stock dividends, splits, combinations and the like, but not adjusted for diluting issues) for each share of Series B-1 Preferred Stock then held by such holders plus any and all declared but unpaid dividends. If, after completion of the distributions required by Sections 2(a) and 2(b) above, the remaining assets and funds thus distributed among the holders of Series B-1 Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series B-1 Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive if sufficient funds were available to pay the full aforesaid preferential amounts.

(d) Upon the completion of the distributions required by Sections 2(a), 2(b) and 2(c) hereof, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Series F Preferred Stock, the Series E Preferred Stock, the Series D Preferred Stock, the Series C Preferred Stock, the Series B-1 Preferred Stock and the Common Stock pro rata based on the number of shares of Common Stock held by each (assuming conversion into Common Stock of all such Series F Preferred Stock, Series E Preferred Stock, Series D Preferred Stock, Series C Preferred Stock and Series B-1 Preferred Stock).

(e) For purposes of this Section 2, a merger, consolidation or reorganization of this Corporation with or into any other corporation or corporations (unless the stockholders of the Corporation immediately prior to such merger, consolidation or reorganization hold at least a majority of the outstanding voting equity securities of the surviving entity immediately after such merger, consolidation or reorganization on substantially the same proportionate ownership basis as the existing stockholders of the Corporation immediately prior to such merger, consolidation or reorganization), or a sale or a license on an exclusive basis of all or substantially all of the assets of this Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation.

(f) Each holder of an outstanding share of Preferred Stock shall be deemed to have consented, for purposes of Sections 502 and 503 of the California General Corporation Law to the extent applicable, to distributions made by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by employees, officers, directors, advisors, consultant or other persons performing services for the Corporation or any subsidiary upon termination of their employment or services pursuant to agreements providing for the right of said repurchase between the Corporation and such persons.

(g) In any of the events specified in Section 2(e) hereof, if the consideration received by the Corporation is other than cash, the value of such consideration will be deemed its fair market value, as determined in good faith by the Board (which determination shall include the approval of a majority of the directors elected to the Board and the holders of at least a majority of the outstanding shares of Preferred Stock, voting together as a single class on an as-converted into Common Stock basis); provided, however, that any securities thus received shall be valued as follows:

(i) Securities not subject to investment letter or other similar restrictions on free marketability:

(1) If traded on a securities exchange or the Nasdaq National Market System, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty-day period ending three (3) days prior to the closing;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty-day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board (which determination shall include the approval of a majority of the directors elected to the Board and the holders of at least a majority of the outstanding shares of Preferred Stock, voting together as a single class on an as-converted into Common Stock basis).

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (i) (1), (2) or (3) to reflect the approximate fair market value thereof, as determined in good faith by the Board (which determination shall include the approval of a majority of the directors elected to the Board and the holders of at least a majority of the outstanding shares of Preferred Stock, voting together as a single class on an as-converted into Common Stock basis).

(h) In the event the requirements of this Section 2 are not complied with, this Corporation shall forthwith either:

(i) cause such closing to be postponed until such time as the requirements of this Section 2 have been complied with; or

(ii) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Section 2(i) below.

(i) The Corporation shall give each holder of record of Preferred Stock written notice of such impending transaction as referred to in Section 2(e) hereof not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of at least a majority of the outstanding shares of Preferred Stock, on an as-converted into Common Stock basis.

Redemption.

(a) Series F Preferred Stock, Series E Preferred Stock, Series D Preferred Stock, Series C Preferred Stock and Series B-1 Preferred Stock. The Corporation shall not have the right to call or redeem at any time all or any shares of the Preferred Stock. The holders of the Preferred Stock shall have redemption rights as follows ("Redemption Rights"):

(i) Redemption Rights. The holders of Preferred Stock shall not be entitled to require the Corporation to redeem any shares of Preferred Stock prior to August 22, 2011. Subject to the rights of any other series of Preferred Stock which may from time to time come into existence, at any time after August 22, 2011, upon the affirmative vote or written consent of the holders of at least a majority of the then outstanding shares of a series of Preferred Stock, voting separately as a class (the "Redemption Request"), the Corporation shall redeem all issued, outstanding and unconverted shares of such series of Preferred Stock at the applicable Redemption Price (as defined below) as provided herein from any source of funds legally available therefor; provided, however, (a) that no shares of Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock may be redeemed unless all outstanding shares of Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock are redeemed, unless otherwise approved with respect to any such series by the affirmative vote or written consent of at least a majority of the then outstanding shares of the Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock, respectively, each voting separately as a class; (b) that no shares of Series C Preferred Stock or Series B-1 Preferred Stock may be redeemed if there are any then outstanding shares of Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock; and (c) that no shares of Series B-1 Preferred Stock may be redeemed if there are any then outstanding shares of Series C Preferred Stock. Subject to the above, the Corporation shall redeem all shares of the applicable series of Preferred Stock outstanding as of the date of such vote or written consent of such series upon payment of the applicable Redemption Price for the shares so redeemed no later than 45 days after the receipt of a Redemption Request (the "Redemption Date"). If the funds of the Corporation legally available for redemption of the applicable series of Preferred Stock on the Redemption Date are insufficient to redeem the total number of outstanding shares of such series of Preferred Stock on the Redemption Date, those funds which are legally available will be used to redeem the maximum number of shares of such series of Preferred Stock ratably among the holders of such series of Preferred Stock. If, and only if, no funds or insufficient funds are available to the Corporation at the applicable Redemption Date to meet the Corporation's redemption obligations pursuant to this Section 3(a)(i), then the Corporation's obligations to redeem shares of the applicable series of Preferred Stock shall continue and at any time thereafter when additional funds of the Corporation are legally available for the redemption of such series of Preferred Stock, the Corporation, within ten (10) business days, shall use such funds to redeem the balance of the shares which the Corporation has become obligated to redeem on the applicable Redemption Date but which it has not redeemed. The shares of the Preferred Stock which have not been redeemed shall continue to be entitled to the dividend, conversion and other rights, preferences, privileges and restrictions of such series of Preferred Stock.

(ii) The redemption price for each share of Preferred Stock repurchased (the "Redemption Price") shall be equal to the sum of (a) the applicable Initial Issue Price (as adjusted for any stock splits, stock dividends, recapitalizations and similar events) plus (b) any and all declared but unpaid dividends payable in accordance with Section 1(C) above on each such share to be redeemed.

(iii) Within ten (10) business days of the Corporation's receipt of a valid Redemption Request, the Corporation will mail written notice, first class postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of shares to be redeemed, at the address for such holder as it appears on the stock transfer books of the Corporation, notifying such holder of the redemption, specifying the Redemption Date upon which the Corporation shall satisfy the applicable Redemption Request, the applicable Redemption Price, the place at which payment may be obtained and the date on which such holder's conversion rights as to such shares terminate, and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, its certificate or certificates representing the shares to be redeemed (the "Redemption Notice"). On or after the applicable Redemption Date, each holder of shares to be redeemed shall surrender to the Corporation the certificate or certificates representing such shares to be redeemed, in the manner and at the place designated in the Redemption Notice, and thereupon the applicable Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof. In the event that less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(iv) From and after the applicable Redemption Date, unless there shall have been a default in payment of the applicable Redemption Price, all rights of the holders of the shares thereupon redeemed, as holders of shares of such Preferred Stock (except the right to receive the applicable Redemption Price upon surrender of their certificate or certificates), shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of this Corporation or be deemed to be outstanding for any purpose whatsoever. The shares not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein.

(v) If there has been a default in the payment of the applicable Redemption Price, other than by reason of the Corporation's inability to redeem the Preferred Stock as required by the provisions of Section 3(a)(i) above, then during the period from the applicable Redemption Date through the date on which such shares are redeemed, the redemption price of such shares not redeemed will bear interest at a per-annum rate equal to the lower of 15% or the highest rate permitted by law, payable quarterly in arrears.

4. Voting Rights.

(a) Voting Other than for Directors. Subject to the provisions of Section 4(b) hereof, on all matters to come before the stockholders, the holder of each outstanding share of the Preferred Stock shall have that number of votes per share (rounded up to the nearest whole share) equivalent to the number of shares of Common Stock into which such share of Preferred Stock is convertible determined by reference to the applicable Conversion Price (as such terms are defined in Section 5(b) hereof), in effect at the record date of the determination of the holders of the shares entitled to vote or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is first solicited, which vote may be cast as provided by the laws of the State of Delaware, this Third Amended and Restated Certificate of Incorporation and the Corporation's Bylaws. Except as otherwise provided by law or in this Third Amended and Restated Certificate of Incorporation, the holders of the Preferred Stock shall vote with the holders of the outstanding shares of Common Stock as a single class, and not as separate classes or series.

(b) Election and Removal of Directors.

(i) Election of Directors. (1) The holders of the Series C Preferred Stock and Series D Preferred Stock, voting together as a separate class, shall be entitled to elect four (4) directors to the Board, and (2) the holders of the Common Stock, voting together as a separate class, shall be entitled to elect two (2) directors to the Board.

(ii) Vacancy. If there shall be any vacancy in the office of a director elected pursuant to Section 4(b)(i), then a successor to hold office for the unexpired term of such director may be elected by the affirmative vote of the same class of holders who elected such director, which, if by written consent, must be unanimous written consent if the vacancy is created by removal.

(iii) Removal. Subject to Section 141 of the General Corporation Law of the State of Delaware, any director who shall have been elected to the Board by the stockholders pursuant to Section 4(b)(i), may be removed during his or her term of office, either with or without cause, by the affirmative vote of a majority of the outstanding shares of the same class of holders entitled to vote for such director, given either at a meeting of such holders duly called for that purpose or pursuant to a written consent of such holders without a meeting, and any vacancy created by such removal may be filled only in the manner provided in Section 4(b)(ii).

(iv) General Election of Remaining Directors. Except as provided in Section 4(b)(i) hereof, the holders of the Common Stock and the Preferred Stock shall be entitled to vote together in accordance with the requirements of Section 4(a) with respect to the election of any other director or directors to the Board, if any.

5. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert.

(i) Each share of the Preferred Stock shall be convertible, without payment of any additional consideration by the holder thereof, at the option of the holder thereof, at any time after the date of the issuance of such share, at the office of the Corporation or any transfer agent for the shares of capital stock of the Corporation, into that number of the fully paid and nonassessable shares of Common Stock as is determined in accordance with the provisions of Section 5(c) below, as adjusted pursuant to the other provisions of this Section 5. In order to convert shares of the Preferred Stock into shares of Common Stock, the holder thereof shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or to the transfer agent, together with written notice to the Corporation stating that the holder elects to convert the same and setting forth the name or names the holder wishes the certificate or certificates for Common Stock to be issued, and the number of shares of the Preferred Stock being converted; provided, however, that in the event of an automatic conversion pursuant to Section 5(d), the outstanding shares of the Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent.

(ii) The Corporation shall, immediately after the surrender of the certificate or certificates evidencing shares of Preferred Stock for conversion at the office of the

Corporation or the transfer agent, issue to each holder of such shares, or such holder's transferee, transferees, nominee or nominees, a certificate or certificates evidencing the number of shares of Common Stock (and any other securities and property) to which it shall be entitled and, in the event that only a part of the shares evidenced by such certificate or certificates are converted, a certificate evidencing the number of shares of Preferred Stock which are not converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock at such date and shall, with respect to such shares, have only those rights of a holder of Common Stock of the Corporation.

(b) Conversion Prices.

(i) Series B-1 Conversion Price. The conversion price per share of Series B-1 Preferred Stock (the "Series B-1 Conversion Price") shall initially be the Series B-1 Initial Issue Price and shall be subject to adjustment from time to time as provided herein.

(ii) Series C Conversion Price. The conversion price per share of Series C Preferred Stock (the "Series C Conversion Price") shall initially be the Series C Initial Issue Price and shall be subject to adjustment from time to time as provided herein.

(iii) Series D Conversion Price. The conversion price per share of Series D Preferred Stock (the "Series D Conversion Price") shall initially be the Series D Initial Issue Price and shall be subject to adjustment from time to time as provided herein.

(iv) Series E Conversion Price. The conversion price per share of Series E Preferred Stock (the "Series E Conversion Price") shall initially be the Series E Initial Issue Price and shall be subject to adjustment from time to time as provided herein.

(v) Series F Conversion Price. The conversion price per share of Series F Preferred Stock (the "Series F Conversion Price") shall initially be the Series F Initial Issue Price and shall be subject to adjustment from time to time as provided herein.

(c) Conversion. Each share of Preferred Stock shall be convertible into the number of shares of Common Stock which results from dividing the applicable Conversion Price for such share in effect at the time into the applicable Initial Issue Price for such share.

(d) Automatic Conversion.

(i) Each share of Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective applicable Conversion Price with respect to such share, effective upon the earlier of (1) the closing of a firm commitment underwritten initial public offering (a "Qualified IPO") by the Corporation of shares of its Common Stock pursuant to an effective registration statement filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public with respect to which the Corporation receives net proceeds (before deductions of underwriters' commissions and expenses) of at least \$20,000,000 and the price per share to the public is at least \$0.90 (as appropriately adjusted for (x) any stock split, dividend, combination or other recapitalization after the date on which a share of Series F Preferred Stock was

first issued and (y) distribution on Common Stock payable in shares of Common Stock after the date on which a share of Series F Preferred Stock was first issued), or (2) the receipt by the Corporation of either the affirmative vote at a duly noticed stockholders meeting or a duly executed written consent of the holders of at least a majority of the then outstanding shares of Preferred Stock, voting together as a single class on an as-converted into Common Stock basis, in favor of the conversion of all of the shares of Preferred Stock.

(e) Conversion Price Adjustments for Certain Dilutive Issuances, Splits and Combinations. The Series B-1 Conversion Price, the Series C Conversion Price, the Series D Conversion Price, the Series E Conversion Price and the Series F Conversion Price shall be subject to adjustment from time to time as follows:

(i) Adjustments of Series F Conversion Price for Issue or Sale of Additional Stock. If the Corporation shall issue any Additional Stock (as defined below) without consideration or for a consideration per share which is less than the Series F Conversion Price in effect immediately prior to the issuance of such Additional Stock, then, and in each such case, the Series F Conversion Price in effect immediately prior to each such issuance shall automatically be adjusted (except as otherwise provided in Section 5(e)(v) hereof) to a price determined by multiplying such Series F Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for the total number of shares of Additional Stock so issued would purchase at the then current Series F Conversion Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Additional Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock deemed outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock had been fully converted into shares of Common Stock immediately prior to such issuance and any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities had been fully exercised immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date.

(ii) Adjustments of Series E Conversion Price for Issue or Sale of Additional Stock. If the Corporation shall issue any Additional Stock without consideration or for a consideration per share which is less than the Series E Conversion Price in effect immediately prior to the issuance of such Additional Stock, then, and in each such case, the Series E Conversion Price in effect immediately prior to each such issuance shall automatically be adjusted (except as otherwise provided in Section 5(e)(v) hereof) to a price determined by multiplying such Series E Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for the total number of shares of Additional Stock so issued would purchase at the then current Series E Conversion Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Additional Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock deemed outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock had been fully converted into shares of Common Stock immediately prior to such issuance and any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities had been fully exercised immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date.

(iii) Adjustments of Series D Conversion Price for Issue or Sale of Additional Stock. If the Corporation shall issue any Additional Stock without consideration or for a consideration per share which is less than the Series D Conversion Price in effect immediately prior to the issuance of such Additional Stock, then, and in each such case, the Series D Conversion Price in effect immediately prior to each such issuance shall automatically be adjusted (except as otherwise provided in Section 5(e)(v) hereof) to a price determined by multiplying such Series D Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for the total number of shares of Additional Stock so issued would purchase at the then current Series D Conversion Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Additional Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock deemed outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock had been fully converted into shares of Common Stock immediately prior to such issuance and any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities had been fully exercised immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date.

(iv) Adjustments of Series B-1 and Series C Conversion Price for Issue or Sale of Additional Stock. If the Corporation shall issue any Additional Stock without consideration or for a consideration per share which is less than the Series C Dilution Price in effect immediately prior to the issuance of such Additional Stock (the "Series C Dilution Price" shall be equal to the Series C Conversion Price and shall initially be equal to the Series C Initial Issue Price and shall be adjusted for any stock splits, stock dividends, recapitalizations and similar events as provided herein), then, and in each such case, the Series B-1 Conversion Price, the Series C Conversion Price and the Series C Dilution Price in effect immediately prior to each such issuance shall automatically be adjusted (except as otherwise provided in Section 5(e)(v) hereof) as follows:

(1) the Series C Dilution Price shall be adjusted to a price determined by multiplying such Series C Dilution Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for the total number of shares of Additional Stock so issued would purchase at the then current Series C Dilution Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Additional Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock deemed outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock had been fully converted into shares of Common Stock immediately prior to such issuance and any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities had been fully exercised immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date.

(2) the Series B-1 Conversion Price shall be reduced to an amount equal to the product obtained by multiplying (A) the Series B-1 Conversion Price as then in effect by (B) the quotient obtained by dividing (1) the new Series C Dilution Price in effect immediately subsequent to such issuance of Additional Stock by (2) the Series C Dilution Price in effect prior to such issuance of Additional Stock. The Series C Conversion Price shall be reduced to the Series C Dilution Price.

(v) Further Provisions for Adjustment of Conversion Price. For the purpose of Sections 5(e)(i), (ii), (iii) and (iv) hereof, the following provisions shall be applicable:

(1) Except to the limited extent provided for in Section 5(e)(v)(4)(C) and (D) hereof, no adjustment of the applicable Conversion Price pursuant to Sections 5(e)(i), (ii), (iii) and (iv) shall have the effect of increasing the Conversion Price above the applicable Conversion Price, in effect immediately after the date which the first share of Series F Preferred Stock was issued (the "Original Issue Date").

(2) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by this Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(3) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined in good faith by the Board; provided, however, that any securities thus received shall be valued pursuant to the procedure set forth in Section 2(g)(i) and (ii) hereof.

(4) In the case of the issuance (whether before, on or after the Original Issue Date) of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exercisable for Common Stock or options to purchase or rights to subscribe for such convertible or exercisable securities, the following provisions shall apply for all purposes of Section 5(e)(i), (ii), (iii), (iv) and (vii) hereof:

(A) The aggregate maximum number of shares of Common Stock deliverable upon exercise of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in Section 5(e)(v)(2) and (3)), if any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights for the Common Stock covered thereby.

(B) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by this Corporation upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in Section 5(e)(v)(2) and (3)).

(C) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or

exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof (unless such options or rights or convertible or exchangeable securities were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of Sections 5(e)(i), (ii), (iii) and (iv)), the applicable Conversion Price, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(D) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the applicable Conversion Price to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities (unless such options or rights were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of Sections 5(e)(i), (ii), (iii) and (iv)), shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(E) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to Section 5(e)(v)(4)(A) and (B) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either Section 5(e)(v)(4)(C) or (D).

(vi) “Additional Stock” shall mean any shares of Common Stock issued (or deemed issued pursuant to Section 5(e)(v)(4)) by this Corporation after the Original Issue Date other than:

(1) Common Stock issued pursuant to a transaction described in Section 5(e)(vii) hereof;

(2) 72,142,701 shares of Common Stock issuable or issued to employees, consultants (including members of the Corporation’s Advisory Board), officers or directors of this Corporation directly or pursuant to any plan or agreement approved and duly adopted by the Board;

(3) shares of Common Stock issued as Dividends Payable in Stock for which adjustment is made pursuant to Section 5(e)(vii) below;

(4) capital stock or warrants or options to purchase capital stock issued in connection with bona fide acquisitions, mergers or similar transactions, the terms of which are unanimously approved by the Board;

(5) shares of Common Stock issued or issuable upon conversion of the Preferred Stock;

(6) shares of Common Stock issued or issuable in a Qualified IPO;

(7) shares of Common Stock issued or issuable in connection with primarily non-equity financing transactions with lenders, customers, vendors or other commercial or strategic partners, the terms of which are unanimously approved by the Board;

(8) shares issued upon exercise of currently outstanding warrants to purchase capital stock of the Corporation, as set forth in Section 3.4 of the Series F Preferred Stock Purchase Agreement, dated on or about August 22, 2006, by and among the Corporation and the investors party thereto (the "Purchase Agreement"); and

(9) shares that holders of at least a majority of the then outstanding shares of Preferred Stock, voting together as a single class on an as-converted into Common Stock basis, agree shall not constitute "Additional Stock.."

(vii) In the event the Corporation should at any time or from time to time after the Original Issue Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend, distribution, split or subdivision if no record date is fixed), each applicable Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(viii) If the number of shares of Common Stock outstanding at any time after the Original Issue Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, each applicable Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(f) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in Section 5(e)(vii), then, in each such case for the purpose of this Section 5(f), the holders of Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of this Corporation entitled to receive such distribution.

(g) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock or capital reorganization, merger or consolidation of the Corporation with or into another corporation or another entity or person (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 5 or Section 2 hereof), provision shall be made so that each holder of Preferred Stock shall thereafter be

entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization, capital reorganization, merger or consolidation. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of the Preferred Stock after the recapitalization to the end that the provisions of this Section 5 (including adjustment of the applicable Conversion Prices then in effect and the number of shares purchasable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(h) No Fractional Shares and Certificate as to Adjustments.

(1) No fractional shares shall be issued upon the conversion of any share or shares of the Preferred Stock. Whether fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board).

(2) Upon the occurrence of each adjustment or readjustment of the Conversion Prices pursuant to this Section 5, this Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of the applicable series of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This Corporation shall, upon the written request at any time of any holder of Preferred Stock furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the applicable Conversion Price at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of the applicable series of Preferred Stock.

(i) Notices of Record Date. In the event of any taking by this Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this Corporation shall mail to each holder of Preferred Stock, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(j) Reservation of Stock Issuable upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect a conversion of all outstanding shares of the Preferred Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation shall immediately seek such corporate

action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose. In the event of a consolidation or merger of the Corporation with another corporation in which the Corporation is not the surviving corporation, effective provisions shall be made in the certificate or articles of incorporation, merger or consolidation, or otherwise of the surviving corporation so that such corporation will at all times reserve and keep available a sufficient number of shares of Common Stock or other securities or property to provide for the conversion of the Preferred Stock in accordance with the provisions of this Section 5.

6. Status of Converted Stock. The Common Stock issuable upon conversion of the Preferred Stock shall be the Common Stock of the Corporation as constituted on the date hereof. In the event any shares of Preferred Stock shall be converted pursuant to Section 5 hereof, the shares so converted shall be cancelled and shall not be reissued. The charter of this Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

7. Protective Provisions. So long as any shares of Preferred Stock are outstanding, the Corporation shall not whether by direct action or by merger, consolidation or otherwise without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Preferred Stock, voting together as a single class on an as-converted into Common Stock basis:

(i) amend, waive or repeal any provision of, or add any provision to, the Corporation's Certificate of Incorporation or Bylaws;

(ii) increase or decrease (other than by conversion) the total number of authorized shares of Common Stock or of any series of Preferred Stock;

(iii) authorize or issue (by reclassification or otherwise), or obligate itself to issue, any other equity security (including any other security convertible into or exercisable for any equity security) having a preference or priority over or ranking on parity with the Series B-1 Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock;

(iv) declare or pay dividends on any class or series of capital stock;

(v) purchase or otherwise acquire (or pay into or set funds aside for a sinking fund for such purpose) any share or shares of Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation pursuant to agreements under which the Corporation has the option to repurchase such shares at cost or at cost upon the occurrence of certain events, such as the termination of employment;

(vi) (1) sell, lease, license on an exclusive basis or otherwise dispose of all or substantially all of the assets of the Corporation and its subsidiaries, taken as a whole; (2) consolidate with or merge into any other corporation or entity, or permit any other corporation or entity to consolidate or merge into the Corporation or enter into a plan of exchange with any other corporation or entity, or otherwise acquire any other corporation or entity, or otherwise take any action constituting or resulting in a recapitalization of the Corporation; or (3) effect any transaction

or series of transactions in which holders of the Corporation's voting power prior to such transaction or series of transactions will hold, on a post-transaction basis, less than a majority of the surviving entity's voting power.

(vii) increase or decrease the number of members that constitute a full Board;

(viii) enter into debt obligations, including any guaranty of a debt obligation, that individually or in the aggregate exceed \$2,000,000; or

(ix) take any action constituting or resulting in a liquidation, dissolution or winding up of the Corporation.

ARTICLE 5

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors and elections of our directors need not be by written ballot unless otherwise provided in the Bylaws.

(b) Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Delaware statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or the Bylaws of the Corporation.

ARTICLE 6

To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) agents of this Company (and any other persons to which Delaware General Corporation Law permits this Company to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this Company, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this Company with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ARTICLE 7

A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of his duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of

directors, then the liability of the directors of the Corporation shall be limited or eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended from time to time. Any repeal or modification of this Article 7 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 8

The Board of Directors of the Corporation shall have the power to make, alter, amend, change, add to or repeal the Bylaws of the Corporation."

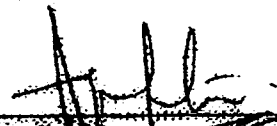
4. The foregoing Third Amended and Restated Certificate of Incorporation has been approved by the Board of Directors by written consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware.

5. The foregoing Third Amended and Restated Certificate of Incorporation has been approved by the stockholders of the Corporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

6. The foregoing Third Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the undersigned has executed this certificate on August 22,
2006.



Anil Gupta, President