

FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AGAMI SYSTEMS, INC.

The undersigned, Kumar Sreekanti, the President of Agami Systems, Inc. (hereinafter, the "corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: The present name of the corporation is Agami Systems, Inc., the name under which the corporation was originally incorporated is StorAd, Inc., and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on April 1, 2003. An amended and restated certificate of incorporation was filed on April 28, 2003. A second amended and restated certificate of incorporation was filed on June 13, 2003. A certificate of amendment to the second amended and restated certificate of incorporation was filed on March 12, 2004. A third amended and restated certificate of incorporation was filed on May 19, 2004. A fourth amended and restated certificate was filed on September 1, 2004. Certificates of amendment to the fourth amended and restated certificate were filed on April 1, 2005, June 6, 2006, and July 21, 2006.

SECOND: The Fifth Amended and Restated Certificate of Incorporation of Agami Systems, Inc. in the form attached hereto as Exhibit A has been duly adopted in accordance with the provisions of Sections 245 and 242 of the General Corporation Law of the State of Delaware by the directors of the Corporation and by a majority of the outstanding shares of Preferred Stock by written action in lieu of a meeting.

THIRD: The Fifth Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and is hereby incorporated herein by this reference.

IN WITNESS WHEREOF, Agami Systems, Inc. has caused this Certificate to be signed by the President and the Assistant Secretary this 9th day of April 2007.

By Kumar Sreekanti
President
Kumar Sreekanti

ATTEST:

By _____
Assistant Secretary
Scott D. Karchmer

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SECOND: The Fifth Amended and Restated Certificate of Incorporation of Agami Systems, Inc. in the form attached hereto as Exhibit A has been duly adopted in accordance with the provisions of Sections 245 and 242 of the General Corporation Law of the State of Delaware by the directors of the Corporation and by a majority of the outstanding shares of Preferred Stock by written action in lieu of a meeting.

THIRD: The Fifth Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and is hereby incorporated herein by this reference.

IN WITNESS WHEREOF, Agami Systems, Inc. has caused this Certificate to be signed by the President and the Assistant Secretary this 9th day of April 2007.

By _____
President
Kumar Sreekanti

ATTEST:

By Scott D. Karchmer
Assistant Secretary
Scott D. Karchmer

EXHIBIT A

FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AGAMI SYSTEMS, INC.

FIRST: The name of the corporation is Agami Systems, Inc. (hereinafter called the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 3500 S. Dupont Highway, Dover, Delaware 19901, County of Kent, and the name of the registered agent at that address is Incorporating Services Ltd.

THIRD: 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.

FOURTH:

A. This Corporation is authorized to issue two classes of shares to be designated respectively Preferred Stock ("*Preferred Stock*") and Common Stock ("*Common Stock*"). The total number of shares of capital stock that the Corporation is authorized to issue is One Hundred Fifty-Eight Million Six Hundred One Thousand Four Hundred Thirty-Eight (158,601,438). The total number of shares of Preferred Stock this Corporation shall have authority to issue is Sixty-Four Million Eight Hundred Fifty-One Thousand Four Hundred Thirty-Eight (64,851,438). The total number of shares of Common Stock this Corporation shall have authority to issue is Ninety-Three Million Seven Hundred Fifty Thousand (93,750,000). The Preferred Stock shall have a par value of \$0.0001 per share and the Common Stock shall have a par value of \$0.0001 per share.

B. The Preferred Stock shall have three series: Thirty-Four Million (34,000,000) shares of Preferred Stock shall be designated "*Series A Preferred Stock*," Thirteen Million Three Hundred Fifty-One Thousand Four Hundred Thirty-Eight (13,351,438) shares of the Preferred Stock shall be designated "*Series B Preferred Stock*" and Seventeen Million Five Hundred Thousand (17,500,000) shares shall be designated "*Series C Preferred Stock*."

C. The powers, preferences, rights, restrictions, and other matters relating to the Preferred Stock are as follows:

1. Dividends.

a. The holders of the Preferred Stock shall be entitled to receive dividends, on a pari passu basis, at the rate of \$0.053 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) per annum for the Series A Preferred Stock, at the rate of \$0.168 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) per annum for the Series B Preferred Stock and at a rate of \$0.192 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) per annum for the Series C Preferred Stock, payable out of funds legally available therefor. Such dividends shall be payable only when, as, and if declared by the Board of Directors and shall be non-cumulative.

b. No dividends (other than those payable solely in the Common Stock of the Corporation) shall be paid on any Common Stock of the Corporation during any fiscal year of the

Corporation until dividends in the total amount of \$0.053 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) on the Series A Preferred Stock, \$0.168 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) on the Series B Preferred Stock and at a rate of \$0.192 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) per annum for the Series C Preferred Stock shall have been paid or declared and set apart during that fiscal year.

c. After the holders of the Preferred Stock have received their dividend preference as set forth above, any additional dividends or distributions declared by the Board of Directors out of funds legally available therefor shall be distributed ratably among all holders of Common Stock and Preferred Stock (on an as-converted to Common Stock basis) as of the record date fixed for determining those entitled to receive such distribution.

d. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights to purchase any such securities or evidences of indebtedness, then, in each such case the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though the holders of the Preferred Stock were the holders of the number of shares of Common Stock of the Corporation into which their respective shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

2. Liquidation Preference.

a. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of Series A Preferred Stock, Series B Preferred Stock and Common Stock by reason of their ownership thereof, the amount equal to \$2.40 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) plus all declared but unpaid dividends, for each share of Series C Preferred Stock then held by them (the "***Series C Liquidation Preference***"). If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, 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.

b. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment in full of the Series C Liquidation Preference, the holders of the Series A Preferred Stock and Series B Preferred Stock shall be entitled to receive, on a *pari passu* basis, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, the amount of \$1.33 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) in the case of the Series A Preferred Stock plus all accrued or declared but unpaid dividends on such share for each share of Series A Preferred Stock then held by them and the amount of \$4.20 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) in the case of the Series B Preferred Stock plus all declared but unpaid dividends on such share for each share of Series B Preferred Stock then held by them. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock and the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably

among the holders of the Series A Preferred Stock and Series B Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

c. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and subject to the payment in full of the liquidation preference with respect to the Preferred Stock as provided in subparagraphs (a) and (b) of this Section C.2, the entire remaining assets and funds of the corporation legally available for distribution, if any, shall be distributed among the holders of the Common Stock and the Preferred Stock in proportion to the shares of Common Stock then held by them and the shares of Common Stock that they then have the right to acquire upon conversion of the shares of Preferred Stock then held by them.

d. For purposes of this Section C.2, (i) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary and in which the holders of capital stock of the Corporation hold less than 50% of the voting power of the surviving entity (other than a mere reincorporation transaction) or (ii) a sale of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Preferred Stock to receive at the closing in cash, securities or other property (valued as provided in Section C.2(e) below) amounts as specified in, and in accordance with, Sections C.2(a) and C.2(b) above.

e. Whenever the distribution provided for in this Section C.2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors.

3. Redemption.

a. Upon the receipt by the Corporation at any time after March 31, 2012 of the written request of the holders of not less than a majority of the then outstanding shares of Preferred Stock to redeem some or all (as so requested) of the then outstanding shares of Preferred Stock (the "**Redemption Request**"), the Corporation shall, to the extent it may lawfully do so, redeem all of the outstanding shares of Preferred Stock so requested in the Redemption Request on a date within ninety (90) days following the date on which the Redemption Request is received by the Corporation (the date of such redemption, the "**Redemption Date**"), by paying in cash therefor, the Original Issue Price per share of each respective series of Preferred Stock plus all declared and unpaid dividends on such shares (the "**Redemption Price**") for the shares to be redeemed in such installment. The Redemption Price shall be appropriately adjusted for any stock dividends, combinations, stock splits, recapitalizations and the like.

b. At least thirty (30) days prior to the Redemption Date written notice shall be mailed, 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 the Preferred Stock to be redeemed, at the address last shown on the records of the Corporation for such holder, notifying such holder of the redemption to be effected, specifying the Redemption Date, the Redemption Price, the place at which payment may be obtained and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, his certificate or certificates representing the shares to be redeemed (the "**Redemption Notice**"). Except as provided in Section C.3(c), on or after the Redemption Date, each holder of Preferred Stock to be redeemed shall surrender to this Corporation the certificate or certificates representing such shares, in the manner and at the place designated in the Redemption Notice, and thereupon the 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 and each surrendered certificate shall be

cancelled. In the event less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

c. From and after the Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of shares of Preferred Stock designated for redemption in the Redemption Notice as holders of Preferred Stock (except the right to receive the Redemption Price without interest 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 the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Preferred Stock on any Redemption Date are insufficient to redeem the total number of shares of Preferred Stock to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of such shares ratably among the holders of such shares to be redeemed based upon their holdings of Preferred Stock, and the Corporation shall redeem the remaining shares of Preferred Stock to be redeemed as soon as sufficient funds are legally available. The shares of Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein.

d. On or prior to the Redemption Date, the Corporation shall deposit the Redemption Price of all shares of Preferred Stock designated for redemption in the Redemption Notice and not yet redeemed with a bank or trust corporation having aggregate capital and surplus in excess of \$100,000,000 as a trust fund for the benefit of the respective holders of the shares designated for redemption and not yet redeemed, with instructions and authority to the bank or trust corporation to pay the Redemption Price for such shares to their respective holders on or after the Redemption Date upon receipt of notification from the Corporation that such holder has surrendered his share certificate to the Corporation pursuant to Section C.3(b) above. As of the Redemption Date, the deposit shall constitute full payment of the shares to their holders, and from and after the Redemption Date the shares so called for redemption shall be redeemed and shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares and shall have no rights with respect thereto except the rights to receive from the bank or trust corporation payment of the Redemption Price of the shares, without interest, upon surrender of their certificates therefor, and the right to convert such shares as provided in Section C.5 hereof. Such instructions shall also provide that any moneys deposited by the Corporation pursuant to this Section C.3(d) for the redemption of shares thereafter converted into shares of the Corporation's Common Stock pursuant to Section C.5 hereof prior to the Redemption Date shall be returned to the Corporation forthwith upon such conversion. The balance of any moneys deposited by the Corporation pursuant to this Section C.3(d) remaining unclaimed at the expiration of six (6) months following the Redemption Date shall thereafter be returned to the Corporation upon its request expressed in a resolution of its Board of Directors.

4. Voting Rights. Each holder of shares of the Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock could be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

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

a. Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share and prior to the Redemption Date, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.667 (the "**Series A Original Issue Price**") by the Conversion Price applicable to such share, determined as hereinafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series A Preferred Stock (the "**Series A Conversion Price**") shall initially be \$0.667 per share of Common Stock. Such initial Series A Conversion Price shall be adjusted as hereinafter provided. Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share and prior to the Redemption Date, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$2.10 (the "**Series B Original Issue Price**") by the Conversion Price applicable to such share, determined as hereinafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series B Preferred Stock (the "**Series B Conversion Price**") shall initially be \$2.10 per share of Common Stock. Such initial Series B Conversion Price shall be adjusted as hereinafter provided. Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share and prior to the Redemption Date, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$2.40 (the "**Series C Original Issue Price**") by the Conversion Price applicable to such share, determined as hereinafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series C Preferred Stock (the "**Series C Conversion Price**") shall initially be \$2.40 per share of Common Stock. Such initial Series C Conversion Price shall be adjusted as hereinafter provided. Each of the Series A Conversion Price, the Series B Conversion Price and the Series C Conversion Price shall collectively be referred to herein as the "**Conversion Prices**." Each of the Series A Original Issue Price, the Series B Original Issue Price and the Series C Original Issue Price shall collectively be referred to herein as the "**Original Issue Price**."

b. Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then-effective Conversion Price, upon the earlier, of (i) the date specified by written consent or agreement of holders of at least a majority of the shares of the Preferred Stock then outstanding, voting as a single class, or (ii) immediately upon the closing of the sale of the Corporation's Common Stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended (the "**Securities Act**"), resulting in the Common Stock of the Corporation being listed for trading on a national securities exchange, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor thereto) or to an employee benefit plan of the Corporation, the public offering price of which is not less than \$4.80 per share (appropriately adjusted for any stock split, dividend, combination or other recapitalization) and which results in aggregate cash proceeds to the Corporation (before deduction for underwriters' discounts and expenses relating to the issuance) of at least \$30,000,000.

c. Mechanics of Conversion.

(i) Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice to the Corporation at such office that he elects to convert the same and shall state therein the name or names in which he wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such

holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of 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 on such date.

(ii) If the conversion is in connection with an underwritten offering of securities pursuant to the Securities Act, the conversion may, at the option of any holder tendering shares of Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

d. Adjustments to Conversion Price for Certain Diluting Issues.

(i) Special Definitions. For purposes of this Section C.5(d), the following definitions apply:

(1) "*Options*" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities (defined below).

(2) "*Original Issue Date*" shall mean the date on which a share of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as the case may be, was first issued.

(3) "*Convertible Securities*" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock.

(4) "*Additional Shares of Common Stock*" shall mean all shares of Common Stock issued (or, pursuant to Section C.5(d)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued (or deemed to be issued pursuant to Section C.5(d)(iii)):

(A) upon conversion of shares of Preferred Stock or upon exercise of any Options in existence on the Original Issue Date;

(B) to officers, directors, employees, or consultants of, the Corporation pursuant to stock option or stock purchase plans or agreements on terms approved by the Board of Directors;

(C) to strategic partners, customers, suppliers, landlords, lenders or lessors pursuant to agreements approved by the Board of Directors of the Corporation;

(D) as a dividend or distribution on Preferred Stock;

(E) in connection with an acquisition of a business or any assets or properties or technology by the Corporation pursuant to agreements approved by the Board of Directors of the Corporation;

(F) in a public offering prior to or in connection with which all outstanding shares of Preferred Stock is converted into Common Stock; or

(G) upon issuance of warrants to purchase Preferred Stock approved by the Board of Directors of the Corporation.

(ii) No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Conversion Price for a series of Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section C.5(d)(v) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price for such series of Preferred Stock in effect on the date of, and immediately prior to such issue.

(iii) Deemed Issue of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) no further adjustments in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Corporation, or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Conversion Price shall effect Common Stock previously issued upon conversion of the Preferred Stock);

(3) 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 Securities or exchangeable securities, the Conversion Price, to the extent in any way affected by or computed using such Options, rights or Convertible Securities or Options or rights related to such Convertible Securities, 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 Convertible Securities or upon the exercise of the Options or rights related to such Convertible Securities;

(4) no readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (a) the Conversion Price on the original adjustment date, or (b) the Conversion Price that would have resulted

from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event this Corporation, at any time after the Original Issue Date shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section C.5(d)(iii)) without consideration or for a consideration per share less than the Conversion Price with respect to any series of Preferred Stock in effect on the date of and immediately prior to such issue, then and in such event, the Conversion Price for such series of Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price in effect immediately prior to such issuance, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common Stock so issued; *provided, however*, that no adjustment pursuant to this Section C.5.d(iv) shall be made with respect to the Non-Participating Pro Rata Portion (as defined below in Section C.5.m.) of any shares held by a Holder in connection with a Mandatory Offering pursuant to Section C.5.m. below. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock and all Convertible Securities had been fully converted into shares of Common Stock and any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities had been fully exercised (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date.

(v) Determination of Consideration. For purposes of this Section C.5(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property: Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section C.5(d)(iii), relating to Options and Convertible Securities shall be determined by dividing

(A) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto,

without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(B) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

e. Adjustments to Conversion Prices for Stock Dividends and for Combinations or Subdivisions of Common Stock. In the event that this Corporation at any time or from time to time after the date of filing of this Fifth Amended and Restated Certificate of Incorporation shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price for any series of Preferred Stock in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that this Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

f. Adjustments for Reclassification and Reorganization. If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section C.5(e) above or a merger or other reorganization referred to in Section C.2(d) above), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Preferred Stock immediately before that change.

g. No Impairment. Subject to the right of the Corporation to amend its Certificate of Incorporation or take any other corporate action upon obtaining the necessary approvals required by its Certificate of Incorporation and applicable law, this Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 5 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred Stock against impairment.

h. Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Section C.5, the 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 Preferred Stock a certificate executed by the Corporation's President or Chief Financial Officer setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The 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 (i) such adjustments and readjustments, (ii) the Conversion Price for such series of Preferred Stock at the time in effect, and (iii) 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 the Preferred Stock.

i. Notices of Record Date. In the event that the Corporation shall propose at any time: (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of Preferred Stock: (1) at least twenty (20) days prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv) above; and (2) in the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

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 the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock (including any such shares issuable upon exercise of outstanding warrants); 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 (including any such shares issuable upon exercise of outstanding warrants), the Corporation will take 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, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

k. Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. 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 of Directors).

l. Notices. Any notice required by the provisions of this Section C.5 to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

m. Special Mandatory Conversion. At any time following the Original Issue Date for the Series A Preferred Stock, if (a) the holders of shares of Preferred Stock (each, a "**Holder**" and together, the "**Holders**") are entitled to exercise the right of first offer (the "**Preemptive Right**") set forth in Section 2.4 of that certain Amended and Restated Investors' Rights Agreement, dated on or about April 9, 2007, by and among the Corporation and the parties set forth therein (the "**Rights Agreement**"), as may be amended from time to time, (b) the Corporation has complied with its notice obligations, or such notice obligations have been properly waived (which waiver must include the waiver of each Non-Participating Holder with respect to this Section C.5.m.), under the Preemptive Right, (c) the shares pursuant to which the Holders are entitled to exercise their Preemptive Right are Additional Shares of Common Stock being issued without consideration or for a consideration per share less than the Series C Conversion Price in effect on the date of and immediately prior to such issue, and (d) such Holder does not exercise such Holder's Preemptive Right to acquire his, her or its full pro rata share (as defined in the Rights Agreement and designated herein as the "**Full Pro Rata Portion**") (a "**Non-Participating Holder**") of the securities offered for sale (a "**Mandatory Offering**"), then all of such Non-Participating Holder's shares of Preferred Stock shall automatically and without further action on the part of such holder be converted into Common Stock effective upon, subject to, and concurrently with, the consummation of the Mandatory Offering (the "**Mandatory Offering Date**") at the applicable Conversion Price in effect immediately prior to the Mandatory Offering Date; *provided, however*, to the extent that a Holder exercises a portion of his, her or its pro rata share (as defined in the Rights Agreement) (the "**Participating Pro Rata Portion**"), then (i) the Participating Pro Rata Portion corresponding to the number of shares of Preferred Stock then held by such Holder shall not be converted into Common Stock pursuant to this Section C.5.m. and (ii) only the Full Pro Rata Portion less the Participating Pro Rata Portion (the "**Non-Participating Pro Rata Portion**") corresponding to the number of shares of Preferred Stock then held by such Holder shall be converted into Common Stock on the Mandatory Offering Date at the applicable Conversion Price in effect immediately prior to the Mandatory Offering Date; *provided, further*, that this Section C.5.m. shall not apply in the event that the Mandatory Offering is anticipated to have gross proceeds to the Corporation in excess of \$10,000,000; *provided, further*, that no such conversion shall occur with respect to any individual Holder in connection with a Mandatory Offering if, pursuant to the written request of this Corporation, any Holder agrees in writing to waive his, her or its Preemptive Right with respect to such Mandatory Offering. Upon conversion pursuant to this Subsection C.5.m, the shares of Preferred Stock, so converted shall be cancelled and not subject to reissuance. The provisions of this Section C.5.m. shall terminate with respect to each Holder when such Holder's aggregate value contributed (including cash investments and in-kind contributions) to the Corporation exceeds \$5,000,000. For purposes of determining the aggregate value contributed, such Holder may aggregate the amounts invested by any of its affiliates.

n. Waiver of Adjustments. The holders of at least a majority of the outstanding shares of the Preferred Stock may by written consent waive any adjustment to the Conversion Price of any series of Preferred Stock which would, absent such waiver, be effective under this Section 5.

6. Restrictions and Limitations.

a. So long as any shares of Preferred Stock remain outstanding, the Corporation shall not, by merger, consolidation or otherwise, without the vote or written consent by the holders of at least a majority of the then outstanding shares of the Preferred Stock, voting together as a single class:

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

- Common Stock or Preferred Stock;
- (ii) increase the aggregate number of authorized shares of
 - (iii) effect any transaction described in Section C.2(d);
 - (iv) increase or decrease the authorized size of the Board of Directors;
 - (v) repurchase or redeem any capital stock of the Corporation (other than (i) exercises of the Corporation's right of first refusal as approved by the Board of Directors or (ii) repurchases by the Corporation of unvested Common Stock at cost pursuant to purchase agreements with the holders thereof);
 - (vi) declare or pay dividends on capital stock; or
 - (vii) authorize or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) senior to or on a parity with the Preferred Stock.

7. No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

D. The Common Stock.

1. Dividend Rights. Subject to the prior rights of the 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, when and as declared by the Board of Directors, out of any assets or the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. Such dividends shall be non-cumulative.

2. Liquidation Rights. 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 FOURTH.

3. Redemption. The Common Stock shall not be redeemable other than the repurchase of shares of Common Stock by the Corporation from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment, as approved by the Board of Directors.

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 Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided herein or by law.

5. Adjustment in Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the outstanding stock of the

Corporation, voting together as a single class, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

FIFTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's 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 law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended. Any repeal or modification of the foregoing provisions of this Article V by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

SIXTH: Subject to the provisions hereof, 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 on stockholders herein are granted subject to this reservation.

SEVENTH: Subject to the provisions hereof, election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: The number of directors which shall constitute the whole Board of Directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation or in an amendment thereof duly adopted by the Board of Directors of the Corporation or by the stockholders of the Corporation.

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

TENTH: To the fullest extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this Corporation 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 General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to this Corporation, its stockholders, and others.

Any repeal or modification of any of the foregoing provisions of this Article TENTH 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 Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.