

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

ADOMO, INC.

Adomo, Inc. (the "*corporation*"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "*General Corporation Law*") hereby certifies as follows:

1. That the corporation was incorporated on February 13, 2004 under the name Adomo, Inc., pursuant to the General Corporation Law.
2. Pursuant to Sections 242 and 245 of the General Corporation Law, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Amended and Restated Certificate of Incorporation of the corporation.
3. The text of the Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety as follows:

ARTICLE I

That the name of the corporation is: Adomo, Inc.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

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.

ARTICLE IV

The corporation is authorized to issue two classes of stock to be designated, respectively, "*Common Stock*" and "*Preferred Stock*." The total number of shares of Common Stock that the corporation is authorized to issue is 55,000,000, with a par value of \$0.001 per share. The total number of shares of Preferred Stock that the corporation is authorized to issue is 37,500,000, with a par value of \$0.001 per share, all of which are designated "*Series A-1 Preferred Stock*."

Upon the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, each outstanding share of Common Stock, without further action,

shall be automatically combined, reclassified and converted into 0.06590722 of a share of fully paid and nonassessable share of Common Stock (the "*Reverse Split*"). No fractional shares shall be issued upon the Reverse Split, and the number of shares of Common Stock resulting in the Reverse Split shall be rounded down to the nearest whole share. In lieu of any fractional shares of Common Stock to which the holder thereof would otherwise be entitled as a result of the Reverse Split (after aggregating all fractions of a share to which such holder would otherwise be entitled), the corporation shall pay to such holder cash equal to such fractional share multiplied by \$0.40.

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 upon conversion of the Preferred Stock shall not be sufficient to permit conversion of the Preferred 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 the affirmative vote of the holders of a majority of the stock of the corporation (voting together as a single class on an as-if-converted basis).

The relative rights, preferences, privileges and restrictions granted to or imposed upon the respective classes and series of the shares of capital stock or the holders thereof are as set forth below.

Section 1. Dividends. The holders of Series A-1 Preferred Stock shall be entitled to receive, for each share of Series A-1 Preferred Stock held by such holders, out of any funds legally available therefor, noncumulative cash dividends at the rate of eight percent (8%) of the Original Issue Price (as defined below) per annum (as adjusted for any recapitalizations, stock combinations, stock dividends, stock splits and the like), when, as and if declared by the corporation's Board of Directors. The "Original Issue Price" of the Series A-1 Preferred Stock shall be forty cents (\$0.40). No dividend shall be paid on the Common Stock in any year, other than dividends payable solely in capital stock, until all dividends for such year have been declared and paid on the Series A-1 Preferred Stock, and no dividends on the Common Stock shall be paid unless the amount of such dividend on the Common Stock is also paid on the Series A-1 Preferred Stock on an as-converted to Common Stock basis.

Section 2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the corporation, prior and in preference to any distribution of any of the assets or funds of the corporation to the holders of the Common Stock, by reason of their ownership of such stock, the holders of Series A-1 Preferred Stock shall be entitled to receive for each outstanding share of Series A-1 Preferred Stock then held by them an amount equal to \$0.40 plus declared but unpaid dividends on such share (as adjusted for any recapitalizations, stock combinations, stock dividends, stock splits and the like). If, upon the occurrence of a liquidation, dissolution or winding up, the assets and funds of the corporation legally available for distribution to stockholders by reason of their ownership of stock of the corporation shall be insufficient to permit the payment to such holders of Series A-1 Preferred Stock of the full aforementioned preferential amounts, then the entire assets and funds of the corporation legally available for distribution to stockholders by reason of their ownership of stock of the corporation shall be distributed ratably among the holders of Series A-1 Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive by reason of their ownership of such stock.

(b) Upon a liquidation, dissolution or winding up of the corporation, and after payment to the holders Series A-1 Preferred Stock of the amounts to which they are entitled pursuant to Section 2(a), all assets and funds of the corporation that remain legally available for distribution to stockholders by reason of their ownership of stock of the corporation shall be distributed ratably among the holders of Common Stock in proportion to the number of shares of Common Stock held by them.

(c) Notwithstanding the above, for purposes of determining the amount each holder of shares of Series A-1 Preferred Stock is entitled to receive with respect to a liquidation, dissolution or winding up of the corporation, each such holder of shares of Series A-1 Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder's shares of such Series A-1 Preferred Stock into shares of Common Stock immediately prior to the liquidation event if, as a result of an actual conversion, such holder would receive, in the aggregate, an amount greater than the amount that would be distributed to such holder if such holder did not convert such Series A-1 Preferred Stock into shares of Common Stock. If any such holder shall be deemed to have converted shares of Series A-1 Preferred Stock into Common Stock pursuant to this paragraph, then such holder shall not be entitled to receive any distribution that would otherwise be made to holders of Series A-1 Preferred Stock that have not converted (or have not been deemed to have converted) into shares of Common Stock.

(d) For the purposes of this Section 2, a liquidation, dissolution or winding up of the corporation shall be deemed to be occasioned by, and to include, the corporation's sale, conveyance or other disposal of all or substantially all of its assets or business or the acquisition of this corporation by another entity by means of merger or consolidation resulting in the exchange of the outstanding shares of this corporation for securities or consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary, unless the stockholders of this corporation, as constituted immediately prior to such transaction, hold at least 50% of the voting power of the surviving corporation in such a transaction; provided, however, that none of the following shall constitute a liquidation, dissolution or winding up of the corporation: (i) a merger effected exclusively for the purpose of changing the domicile of the corporation, or (ii) an equity financing in which the corporation is the surviving corporation.

(e) If any of the assets of this corporation are to be distributed under this Section 2, or for any other purpose, in the form of securities, then such securities shall be valued in good faith by the Board of Directors which shall take into account such objective evidence of value (such as market trading prices and the like) as is reasonably available to the Board of Directors at the time of valuation.

(f) If any of the assets of this corporation are to be distributed under this Section 2, or for any other purpose, in a form other than cash or securities, then the Board of Directors shall be empowered to, and shall promptly determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. This corporation shall, upon receipt of such determination, give prompt written notice of the determination to each holder of shares of Preferred Stock or Common Stock.

Section 3. Conversion. The holders of Preferred Stock shall have conversion rights as follows:

(a) **Right to Convert.** Each share of Series A-1 Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the corporation or any transfer agent for such Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (i) the Original Issue Price of such share of Series A-1 Preferred Stock by (ii) the Conversion Price (the "*Conversion Price*") at the time in effect for a share of such series of Preferred Stock. The Conversion Price per share of Series A-1 Preferred Stock initially shall be \$0.40, subject to adjustment from time to time as provided below. All references herein to the Conversion Price with respect to Series A-1 Preferred Stock shall mean the Conversion Price as so adjusted.

(b) **Automatic Conversion.** Each share of Series A-1 Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price upon the earlier of (i) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "*Securities Act*"), covering the offer and sale of Common Stock to the public, provided that the Pre-Money Valuation of the corporation is not less than \$100,000,000 and the aggregate gross proceeds to the corporation (before deduction of underwriter's commissions and expenses) are not less than \$20,000,000 (a "*Qualified Initial Public Offering*") or (ii) the consent of holders of not less than a majority of the then outstanding shares of Series A-1 Preferred Stock voting together on an as-converted to Common Stock basis. For purposes hereof, the term "*Pre-Money Valuation*" shall mean the product of (A) the price per share to the public in the corporation's initial public offering pursuant to an effective registration statement under the Securities Act covering the offer and sale of the Common Stock to the public and (B) the number of shares of Common Stock outstanding immediately prior to such initial public offering (including shares of Common Stock issuable upon conversion of shares of Series A-1 Preferred Stock).

(c) **Mechanics of Conversion.** No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the corporation shall pay cash equal to such fraction multiplied by the then effective Conversion Price of such series of Preferred Stock. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to Section 3(a), such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent for such Preferred Stock, and shall give written notice by mail, postage prepaid, to the corporation at its principal corporate office, of the election to convert the same, and 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. In the event of an automatic conversion pursuant to Section 3(b), the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holder of such shares and whether or not the certificates representing such shares are surrendered to the corporation or the transfer agent for such Preferred Stock; and the corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the corporation or the transfer agent for such Preferred Stock as provided above, or the holder notifies the corporation or the transfer agent for such Preferred Stock that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the corporation or its transfer agent to indemnify the corporation and/or its transfer agent from any loss incurred by it in connection with such certificates (and in the case of a transfer agent, if so required, provides a bond in such amount reasonably satisfactory to such

transfer agent). The corporation shall, as soon as practicable thereafter, issue and deliver to such address as the holder may direct, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. If the conversion is in connection with a public offering of securities described in Section 3(b), the conversion shall be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, and the conversion shall not be deemed to have occurred until immediately prior to the closing of such sale of securities.

(d) **Status of Converted Stock.** In the event any shares of Preferred Stock shall be converted pursuant to this Section 3, the shares so converted shall be canceled and shall not be reissued by the corporation.

(e) **Adjustment of Conversion Price of Preferred Stock.** The Conversion Price shall be subject to adjustment from time to time as follows:

(i) **Adjustments for Subdivisions or Combinations of Common Stock.** In the event the outstanding shares of Common Stock shall be subdivided by stock split, stock dividend or otherwise, into a greater number of shares of Common Stock, the Conversion Price of each series of Preferred Stock then in effect shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined or consolidated into a lesser number of shares of Common Stock, the Conversion Price of each series of Preferred Stock then in effect shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(ii) **Adjustments for Stock Dividends and Other Distributions.** In the event the corporation makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, any distribution (excluding repurchases of securities by the corporation not made on a pro rata basis) payable in property or in securities of the corporation other than shares of Common Stock, and other than as otherwise adjusted for in this Section 3 or as provided for in Section 1 in connection with a dividend, then and in each such event the holders of Preferred Stock shall receive, at the time of such distribution, the amount of property or the number of securities of the corporation that they would have received had their Preferred Stock been converted into Common Stock on the date of such event.

(iii) **Adjustments for Reorganizations, Reclassifications or Similar Events.** If the Common Stock shall be changed into the same or a different number of shares of any other class or classes of stock or other securities or property, whether by capital reorganization, reclassification or otherwise, then each share of Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the corporation deliverable upon conversion of such shares of Preferred Stock shall have been entitled upon such reorganization, reclassification or other event.

(iv) **Adjustments for Diluting Issues.** In addition to the adjustment of the Conversion Price provided above, the Conversion Price of Preferred Stock shall be subject to further adjustment from time to time as follows:

(A) **Special Definitions.**

(1) “Options” shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(2) “Filing Date” shall mean the date on which this Amended and Restated Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware.

(3) “Convertible Securities” shall mean securities convertible into or exchangeable for Common Stock, either directly or indirectly.

(4) “Additional Shares of Common Stock” shall mean all shares of Common Stock issued (or, pursuant to Section 3(e)(iv)(C), deemed to be issued) by the corporation after the Filing Date other than shares of Common Stock issued (or, pursuant to Section 3(e)(iv)(C), deemed to be issued):

- i) upon conversion of shares of Preferred Stock;
- ii) to an employee, consultant or director pursuant to stock option, stock grant, stock purchase or similar plans or arrangements approved or ratified by the Board of Directors in connection with rendering services, including, without limitation, upon the exercise of Options outstanding as of the Filing Date;
- iii) to an equipment lessor, bank, financial institution or similar entity in a transaction approved by the Board of Directors, the principal purpose of which is other than the raising of equity capital;
- iv) as a dividend or other distribution in connection with which an adjustment to the Conversion Price is made pursuant to Section 3(e)(i), (ii) or (iii);
- v) in the corporation’s Qualified Initial Public Offering;
- vi) in a bona fide merger or acquisition that is approved by the Board of Directors;
- vii) pursuant to any transaction approved by the Board of Directors primarily for the purpose of (A) a joint venture, technology licensing or research and development activity, (B) distribution or manufacture of the corporation’s products or services, or (C) any other transaction involving strategic partners or non-employee service providers, in any case that is primarily for purposes other than raising equity capital;
- viii) if the holders of a majority of the then outstanding shares of each series of Preferred Stock (the Conversion Price of which may be subject to adjustment upon such issuance) agree in writing that such shares shall not constitute Additional Shares of Common Stock; or

ix) issued upon the exercise or conversion of Options or Convertible Securities outstanding as of the Filing Date.

(B) **No Adjustment of Conversion Price.** No adjustment in the Conversion Price shall be made pursuant to Section 3(e)(iv)(D) unless the consideration per share for an Additional Share of Common Stock issued (or, pursuant to Section 3(e)(iv)(C), deemed to be issued) by the corporation is less than the Conversion Price in effect on the date of, and immediately prior to, such issue, and provided that, except with respect to recomputations of adjustments made in accordance with Section 3(e)(iv)(C)(3), any such adjustment shall not have the effect of increasing the Conversion Price to an amount which exceeds the Conversion Price existing immediately prior to such adjustment.

(C) **Deemed Issue of Additional Shares of Common Stock.** Except as otherwise provided in Section 3(e)(iv)(A) or Section 3(e)(iv)(B), in the event the corporation at any time or from time to time after the Filing Date shall issue any Options or Convertible Securities, or shall fix a record date for the determination of any holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto but without taking into account potential antidilution adjustments) of Common Stock issuable (without achievement of any milestones other than the passage of time) 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 adjustment 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 or decrease in the consideration payable to the corporation, or increase 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;

(3) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, 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 such expiration, be recomputed as if:

i) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities, and the consideration received therefor was the consideration actually received by the corporation for the issue of all such Options, whether or not exercised, plus the

consideration actually received by the corporation upon such exercise, or for the issue of all such Convertible Securities, whether or not converted or exchanged, plus the additional consideration, if any, actually received by the corporation upon such conversion or exchange; and

ii) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options and the consideration received by the corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) no readjustment pursuant to Section 3(e)(iv)(C)(2) or (3) above shall have the effect of increasing the Conversion Price to an amount which exceeds the Conversion Price existing immediately prior to the original adjustment with respect to the issuance of such Options or Convertible Securities, as adjusted for any Additional Shares of Common Stock issued (or, pursuant to Section 3(e)(iv)(C), deemed to be issued) between such original adjustment date and such readjustment date;

(5) in the case of any Options which expire by their terms not more than 30 days after the date of issue thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options; and

(6) in the case of any Option or Convertible Security with respect to which the maximum number of shares of Common Stock issuable upon exercise or conversion or exchange thereof is not determinable, adjustment of the Conversion Price shall only be made with respect to the number actually determinable and no adjustment to the Conversion Price shall be made with respect to the number undeterminable until such undeterminable number becomes determinable.

(D) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. Subject to the limitation set forth in Section 3(e)(iv)(B), above, if Additional Shares of Common Stock are issued (or, pursuant to Section 3(e)(iv)(C), deemed to be issued) without consideration or for a consideration per share (computed on an as-converted to Common Stock basis) less than a Conversion Price in effect on the date of, and immediately prior to, such issue (a "*Dilutive Issue*"), then and in such event, such Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction, (x) 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, and (y) 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. For the purposes of this Section 3(e)(iv)(D), all shares of Common Stock issuable upon exercise of outstanding Options and upon conversion of outstanding Convertible Securities and Preferred Stock shall be deemed to be outstanding, and immediately after any Additional Shares of Common Stock are deemed issued pursuant to Section 3(e)(iv)(C), such Additional Shares of Common Stock shall be deemed to be outstanding.

(E) **Determination of Consideration.** For purposes of this Section 3(e)(iv), the consideration received by the corporation for any Additional Shares of Common Stock issued (or, pursuant to Section 3(e)(iv)(C), deemed to be issued) shall be computed as follows:

(1) **Cash and Property.** Such consideration shall:

i) insofar as it consists of cash, be computed at the aggregate amount of cash received by the corporation after deducting any commissions paid by the corporation with respect to such issuance;

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

iii) if Additional Shares of Common Stock are issued (or, pursuant to Section 3(e)(iv)(C), deemed to be 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 (i) and (ii) of this Section 3(e)(iv)(E)(1), as determined in good faith by the Board of Directors of the corporation.

(2) **Options and Convertible Securities.** The consideration received by the corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 3(e)(iv)(C), relating to Options and Convertible Securities, shall be the sum of (x) the total amount, if any, received or receivable by the corporation as consideration for the issue of such Options or Convertible Securities, plus (y) the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto but without taking into account potential antidilution adjustments) 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 (without achievement of any milestones other than the passage of time), the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

(f) **Certificate as to Adjustments.** Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 3, the corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock to which such adjustment pertains a certificate 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 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 such holder's Preferred Stock.

(g) **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 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 Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, 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 purposes, including, without limitation, using reasonable efforts to obtain the requisite stockholder approval of any necessary amendment to this Amended and Restated Certificate of Incorporation.

Section 4. Voting.

(a) **General.** Except as otherwise required by law, each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock so held could be converted at the record date for determination of the stockholders 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 solicited. Except as required by law or as otherwise set forth herein (including without limitation Sections 4(b) and 4(c)), all shares of all series of Preferred Stock and all shares of Common Stock shall vote together as a single class. Fractional votes by the holders of Preferred Stock shall not, however, be permitted, and any fractional voting rights shall (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) be rounded down to the nearest whole number.

(b) **Election of Directors.** The authorized number of directors of the corporation shall be set forth in the Bylaws of the corporation and may be increased or decreased in accordance with their provisions. For so long as at least 12,500,000 shares of Series A-1 Preferred Stock remain outstanding (as adjusted for recapitalizations, stock combinations, stock dividends, stock splits and the like), the holders of shares of Series A-1 Preferred Stock, voting separately as a series, shall be entitled to elect (3) directors of the corporation at each annual election of directors (and to fill any vacancies with respect thereto) (the "*Series A-1 Directors*"). The holders of Common Stock and Preferred Stock, voting together as a single class on an as-if-converted to Common Stock basis, shall be entitled to elect all remaining members of the Board at each annual election of directors (and to fill any vacancies with respect thereto).

In the case of any vacancy (other than a vacancy caused by removal) in the office of a director occurring among the directors elected by the holders of a class or series of stock pursuant to this Section 4(b), the remaining director so elected by that class or series may (or if there are no such directors remaining, by the affirmative vote of the holders of a majority of the shares of that class or series), elect a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant. Any director who shall have been elected by the holders of a class or series of stock or by any directors so elected as provided in the immediately preceding sentence hereof may be removed during the aforesaid term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at an annual or special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the holders of that class or series of stock represented at the meeting or pursuant to written consent.

(c) **Approval by Series A-1 Preferred Stock.** The corporation shall not, without first obtaining the approval of the holders of not less than a majority of the then outstanding total

number of shares of Series A-1 Preferred Stock voting together on an as-if-converted to Common Stock basis:

(i) amend, waive or repeal any provision of, or add any provision to, the corporation's Certificate of Incorporation (as may be amended from time to time) or bylaws (including through a merger or consolidation) if the effect of such action would be to adversely affect, alter or change the rights, preferences, privileges, or restrictions of the Series A-1 Preferred Stock;

(ii) increase or decrease the authorized number of shares of Preferred Stock or Common Stock;

(iii) authorize, create (by reclassification or otherwise) or issue any shares of any class or series of stock having any right, preference or priority superior to, or on parity with, any such right, preference or priority of the Preferred Stock with respect to dividends, liquidation, redemption or voting;

(iv) increase the number of shares of Common Stock reserved for issuance pursuant to the 1999 Stock Plan or similar plan in excess of 10,453,771 shares in the aggregate (as adjusted for any recapitalizations, stock combinations, stock dividends, stock splits and the like);

(v) effect any redemption or repurchase of any shares of Common Stock, other than pursuant to the 1999 Stock Plan and agreements entered into pursuant thereto;

(vi) enter into a transaction that would (A) occasion the sale of all or substantially all of its assets or the acquisition of this corporation by another entity by means of merger or consolidation resulting in the exchange of the outstanding shares of this corporation for securities or consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary, unless the stockholders of this corporation, as constituted immediately prior to such transaction, hold at least 50% of the voting power of the surviving or resulting corporation in such a transaction, or (B) exclusively license or otherwise encumber all or substantially all of the corporation's Intellectual Property such that such exclusive license or encumbrance would be tantamount to a sale of the corporation; provided, further, that for the purposes of this Section 4(c)(vi) the term Intellectual Property shall include all intellectual property of the corporation, including, without limitation, all patents, trademarks, service marks, trade names, domain names, copyrights, trade secrets, proprietary rights and processes; notwithstanding anything herein to the contrary, the corporation may encumber its Intellectual Property in connection with a transaction with an equipment lessor, bank, financial institution or similar entity, approved by the Board of Directors, the principal purpose of which is other than the raising of equity capital.

(vii) effect any reclassification or recapitalization of the outstanding capital stock of the corporation;

(viii) declare or pay any dividend (other than a dividend consisting solely of shares of the corporation's capital stock together with cash in lieu of fractional shares, if applicable, on any shares of Preferred Stock or Common Stock); or

(ix) increase or decrease the authorized number of the corporation's Board of Directors, unless with respect to a proposed increase such increase is approved by the corporation's Board of Directors, including all of the Series A-1 Directors (if any such director is then serving on the Board of Directors).

In addition, the holders of Preferred Stock shall vote separately on matters that otherwise by applicable law require a class vote, voting together as a single class or as separate series of Preferred Stock, as dictated by applicable law.

Section 5. Consent to Distributions. Each holder of Preferred Stock shall be deemed to have consented, for purposes of Sections 502, 503 and 506 of the California Corporations Code and Sections 1 and 2 of this Article IV, to distributions made by the corporation in connection with the repurchase of shares of Common Stock at cost from employees, officers, directors or consultants of the corporation in connection with the termination of their employment or services pursuant to agreements or arrangements approved by the Board of Directors of the corporation.

Section 6. Reacquired Shares. No shares of Preferred Stock purchased or otherwise acquired by the corporation in any manner whatsoever shall be reissued.

ARTICLE V

The corporation is to have perpetual existence.

ARTICLE VI

Except as set forth in Article IV, Section 4(b) hereof, the number of directors which constitute the whole Board of the corporation shall be as specified in the bylaws of the corporation.

ARTICLE VII

Except to the extent provided in Section 4(c)(i) of Article IV hereof, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to make, alter, amend or repeal the bylaws of the corporation.

ARTICLE VIII

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the bylaws of the corporation shall so provide.

ARTICLE IX

Meetings of stockholders 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 outside of 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.

ARTICLE X

(a) **Limitation of Director's Liability.** To the fullest extent not prohibited by the General Corporation Law of Delaware as the same exists or as it may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for conduct as a director.

(b) **Indemnification of Corporate Agents.** The corporation may indemnify to the fullest extent not prohibited by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person, such person's testator or intestate is or was a director, officer, employee benefit plan fiduciary, agent or employee of the corporation or any predecessor of the corporation or serves or served at the request of the corporation or any predecessor of the corporation as a director, officer, agent, employee benefit plan fiduciary or employee of another corporation, partnership, limited liability company, joint venture, trust or other entity or enterprise.

(c) **Repeal or Modification.** Neither any amendment or repeal of this Article X, nor the adoption of any provision of the corporation's Certificate of Incorporation inconsistent with this Article X, shall eliminate or reduce the effect of this Article X, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article X, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

4. The foregoing amendment and restatement of the Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law.

5. The foregoing amendment and restatement of the Amended and Restated Certificate of Incorporation has been duly approved by the written consent of the stockholders in accordance with Sections 228 and 245 of the Delaware General Corporation Law. The total number of outstanding shares of Common Stock of the corporation is 30,352,844. The number of shares held by stockholders who consented to this amendment in writing equaled or exceeded the required percentage. Pursuant to Section 228 of the General Corporation Law, prompt written notice of this amendment and restatement has been given to all stockholders who did not consent to this amendment.

IN WITNESS WHEREOF, the corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Mathew Frazer, its President, this 28th day of June, 2007.

ADOMO, INC.
a Delaware corporation

/s/ Mathew Frazer
Mathew Frazer, President