

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LIVING PROOF, INC.

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the state of Delaware)**

Living Proof, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. This Corporation was originally incorporated under the name Andora, Inc. and its original Certificate of Incorporation was filed with the Secretary of State of Delaware on May 24, 2005. Subsequently, a Certificate of Amendment was filed with the Secretary of State of Delaware on each of June 23, 2005, April 27, 2006, December 8, 2006, July 18, 2007, September 5, 2007 and July 24, 2008.

2. This Amended and Restated Certificate of Incorporation has been duly adopted by this Corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL").

3. The Certificate of Incorporation of this Corporation, as previously amended, is hereby further amended and restated to read in full as follows:

FIRST: The name of the Corporation is Living Proof, Inc.

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

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH: The number of authorized shares of each class or series of stock of the Corporation, and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, shall be as follows:

Section 1. CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 81,280,303 consisting of 52,000,000 shares of common stock, \$0.001 par value per share (the "Common Stock"), and 29,280,303 shares of preferred stock, \$0.001 par value per share (the "Preferred Stock").

Section 2. COMMON STOCK

2.1. Voting Rights. The holders of shares of Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the stockholders of the Corporation, subject in all cases to Sections 3.5 and 3.7 of this Article Fourth.

2.2. Liquidation Right. Subject to the prior and superior right of the Preferred Stock (as defined above), upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to receive that portion of the remaining funds to be distributed to holders of capital stock ratably in proportion to the number of shares of Common Stock they then hold.

2.3. Dividends. Dividends may be paid on the Common Stock as and when declared by the Board of Directors; provided, however, that no cash dividends may be declared or paid on the Common Stock unless dividends shall also be declared and paid with respect to the Preferred Stock, as provided in Section 3.6 of this Article Fourth.

Section 3. PREFERRED STOCK

3.1. Designation. 714,286 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A Convertible Preferred Stock" (the "Series A Preferred"), 1,899,351 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A-1 Convertible Preferred Stock" (the "Series A-1 Preferred"), 5,333,333 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A-2 Convertible Preferred Stock" (the "Series A-2 Preferred"), 9,333,333 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A-3 Convertible Preferred Stock" (the "Series A-3 Preferred") and 12,000,000 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A-4 Convertible Preferred Stock" (the "Series A-4 Preferred").

3.2. Liquidation Rights.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holder of each share of a particular series of 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 Common Stock by reason of their ownership thereof, an amount equal to the greater of (i) \$1.68 in the case of the Series A Preferred, \$1.848 in the case of the Series A-1 Preferred, and \$0.75 in the case of each of the Series A-2 Preferred, Series A-3 Preferred and Series A-4 Preferred, plus, in each case, an amount equal to any declared but unpaid dividends with respect to such share to and including the date full payment shall be tendered to the holders of shares of Preferred Stock with respect to such liquidation, dissolution or winding up or (ii) such amount as would have been payable had such share been converted into Common Stock pursuant to Section 3.3 immediately prior to such liquidation, dissolution or winding up.

(b) If the assets or surplus funds to be distributed to the holders of shares of Preferred Stock are insufficient to permit the payment to such holders of their full preferential amount, the assets and surplus funds legally available for distribution shall be distributed ratably among the holders of shares of Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive.

(c) All of the preferential amounts to be paid to the holders of the Preferred Stock pursuant to this Section 3.2 shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the holders of the Common Stock in connection with such liquidation, dissolution or winding up. After payment or the setting apart of payment to the holders of the Preferred Stock of the preferential amounts so payable to them, all remaining assets available for distribution (after payment or provision for payment of all debts and liabilities of the Corporation) shall be distributed to the holders of the Common Stock ratably in proportion to the number of shares of Common Stock they then hold.

(d) The following events shall be deemed to be a liquidation of the Corporation for purposes of this Section 3.2, unless the holders of at least two-thirds in voting power of the Preferred Stock elect otherwise by written notice given to the Corporation at least 10 days prior to the effective date of any such event, in which case Section 3.3(d)(vii) shall apply (any such event, unless such an election is made, is referred to herein as a "Deemed Liquidation Event"):

(i) a merger or consolidation in which

(A) the Corporation is a constituent party; or

(B) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted or exchanged for shares of capital

stock which represent, immediately following such merger or consolidation, a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(ii) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

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

(a) Right to Convert. Each share of Series A Preferred shall be convertible at the option of the holder thereof at any time after the date of issuance and without the payment of any additional consideration therefor into that number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$1.68 (appropriately adjusted to take account of any stock split, stock dividend, subdivision, combination of shares, or the like) in the case of shares of Series A Preferred, \$1.848 (appropriately adjusted to take account of any stock split, stock dividend, subdivision, combination of shares, or the like) in the case of shares of Series A-1 Preferred, and \$0.75 (appropriately adjusted to take account of any stock split, stock dividend, subdivision, combination of shares or the like) in the case of shares of each of Series A-2 Preferred, Series A-3 Preferred and Series A-4 Preferred by the Conversion Price of the Series A Preferred, Series A-1 Preferred, Series A-2 Preferred, Series A-3 Preferred or Series A-4 Preferred respectively, in effect at the time of conversion. The Conversion Price of the Series A Preferred as of the Original Issue Date shall be \$0.56, the Conversion Price of the Series A-1 Preferred as of the Original Issue Date shall be \$0.616 and the Conversion Price of each of the Series A-2 Preferred, Series A-3 Preferred and Series A-4 Preferred as of the Original Issue Date shall be \$0.75. Each Conversion Price shall be subject to adjustment (in order to adjust the number of shares of Common Stock into which shares of the applicable series of Preferred Stock are convertible) as hereinafter provided. Each person so converting shares of Preferred Stock shall be entitled to all declared but unpaid dividends applicable to such shares of Preferred Stock up to the time of the conversion thereof. Such dividends shall be paid to such person within thirty (30) days of the date of conversion of such shares.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price for such share of Preferred Stock upon:

(i) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of the Company's Common Stock to the public, for the account of the Company, at a public offering price of at least \$2.25 per share, with such amount to be appropriately adjusted to take account of any stock split, stock dividend, subdivision,

combination of shares, or the like, and having an aggregate offering price to the public of not less than \$40,000,000; or

(ii) the written consent of the holders of at least two-thirds in voting power of the Preferred Stock outstanding at that time.

The person(s) entitled to receive Common Stock issuable upon a conversion of shares of Preferred Stock hereunder shall not be deemed to have converted such shares of Preferred Stock until immediately prior to the closing of such offering or the receipt by the Corporation of such consent (or, if later, the effective date for conversion specified in such written consent). Each person who holds of record shares of Preferred Stock immediately prior to an automatic conversion shall be entitled to all declared but unpaid dividends up to the time of the automatic conversion. Such dividends shall be paid to all such holders within thirty (30) days of the automatic conversion.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of shares of Preferred Stock. In lieu of any fractional shares to which a holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective applicable Conversion Price. Before any holder of shares of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein his name or the name or names of his nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued, together with the applicable federal taxpayer identification number. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of shares of Preferred Stock, or to his nominee or nominees, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled, together with cash in lieu of any fraction of a share. Subject to Section 3.3(b) above, such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(d) Adjustments to Conversion Price for Diluting Issues:

(i) Special Definitions. For purposes of Section 3.3(d) and Section 3.4, the following definitions shall apply:

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

(2) "Original Issue Date" shall mean June 4, 2009.

(3) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock or other stock issued on conversion of Preferred Stock) or other securities directly or indirectly 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 3.3(d)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

(A) upon conversion of shares of Preferred Stock or by way of dividend or distribution on shares of Preferred Stock;

(B) to officers, directors or employees of, or consultants to, the Corporation pursuant to action by the Board of Directors pursuant to any stock purchase or option plan or other employee or director stock incentive or compensation program approved by a majority of the members of the Board of Directors;

(C) in connection with capital leases, bank financing or other similar transactions with a non-equity financing purpose approved by a majority of the members of the Board of Directors;

(D) in connection with licensing or strategic alliance transactions approved by a majority of the members of the Board of Directors; and

(E) pursuant to the acquisition of another corporation or other entity by the Corporation by merger, purchase of substantially all of the assets, or other reorganization whereby the Corporation acquires not less than 51% of the voting power of such corporation or other entity in a transaction approved by a majority of the members of the Board of Directors.

(ii) No Adjustment of Conversion Price. No adjustment in the number of shares of Common Stock into which a particular series of Preferred Stock is convertible shall be made by adjustment in the Conversion Price of such series of Preferred Stock in respect of the issuance of Additional Shares of Common Stock or otherwise, (A) unless the consideration per share for such Additional Shares of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price of such series of Preferred Stock in effect on the date of, and immediately prior to, the issue of such Additional Shares of Common Stock or (B) if prior to such issuance or within twenty (20) days thereafter the Corporation receives notice from the holders of at least two-thirds in voting power of the outstanding shares of Preferred Stock that no such adjustment in such Conversion Price shall be made.

(iii) Issue of Securities Deemed Issue of Additional Shares of Common Stock.

(1) Options and Convertible Securities. 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 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 for a subsequent adjustment of such number) 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 Additional Shares of

Common Stock shall not be deemed to have been issued if such shares of Common Stock are excluded from the definition of Additional Shares of Common Stock set forth in Section 3.3(d)(i)(4); and *provided*, however, that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(A) no further adjustment in any 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;

(B) 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 of each series of Preferred Stock 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;

(C) 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 of each series of Preferred Stock 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 the 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 which were actually 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 (determined pursuant to Section 3.3(d)(v)) upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(D) no readjustment pursuant to clause (B) or (C) above shall have the effect of increasing the Conversion Price of either series of Preferred Stock to an amount which exceeds the lower of (i) the Conversion Price of such series of Preferred Stock on the original adjustment date, or (ii) the Conversion Price of such series of Preferred Stock that would have

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

(E) in the case of any Options which expire by their terms not more than thirty (30) days after the date of issue thereof, no adjustment of the Conversion Price of either series of Preferred Stock shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (C) above; and

(F) if such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, the adjustment previously made in the Conversion Price of either series of Preferred Stock which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Conversion Price of such series of Preferred Stock shall be adjusted pursuant to this Section 3.3(d)(iii) as of the actual date of their issuance.

(2) Stock Dividends, Stock Distributions and Subdivisions. In the event the Corporation at any time or from time to time after the Original Issue Date shall declare or pay any dividend or make any other distribution on the Common Stock payable in Common Stock, or effect a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in Common Stock), then and in any such event, Additional Shares of Common Stock shall not be deemed to have been issued, but the Conversion Price of each series of Preferred Stock shall be adjusted in accordance with Section 3.3(d)(vi).

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 3.3(d)(iii)) without consideration or for a consideration per share less than the Conversion Price of a particular series of Preferred Stock in effect on the date of and immediately prior to such issue, then and in such event, such Conversion Price shall be reduced, concurrently with such issue in order to increase the number of shares of Common Stock into which such series of Preferred Stock is convertible, to a price (calculated to the nearest cent) determined by dividing (A) (i) such Conversion Price multiplied by the number of shares of Common Stock outstanding immediately prior to such issue (including shares of Common Stock issuable upon conversion of any outstanding Options, Convertible Securities and shares of Preferred Stock), plus (ii) the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued, by (B) (i) the number of shares of Common Stock outstanding immediately prior to such issue (including shares of Common Stock issuable upon conversion of any outstanding Options, Convertible Securities and shares of Preferred Stock), plus (ii) the total number of such Additional Shares of Common Stock so issued, provided that such Conversion Price shall not be so reduced at such time if the amount of such reduction would be an amount less than \$0.01, but any such amount shall be carried forward and any reduction with respect thereto shall be made at the time of and together with any subsequent reduction which, together with such amount and any other amount or amounts so carried forward, shall aggregate \$0.01 or more.

(v) Determination of Consideration. For purposes of this Section 3.3(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 of Directors; 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 of Directors.

(2) Options and Convertible Securities. The aggregate consideration received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 3.3(d)(iii)(1), relating to Options and Convertible Securities, shall be determined by computing 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 for a subsequent adjustment of such consideration until such subsequent adjustment occurs) 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. The total number of Additional Shares of Common Stock so issued shall be determined by calculating the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number until such subsequent adjustment occurs) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(vi) Adjustment for Dividends, Distributions, Subdivisions
Combinations or Consolidation of Common Stock.

(1) Stock Dividends, Distributions or Subdivisions. In the event the Corporation at any time, or from time to time, shall declare or pay any dividend or make any other distribution on the Common Stock payable in Common Stock, or effect a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in Common Stock), the Conversion Price of each series of Preferred Stock in effect immediately prior to such stock dividend, stock distribution or subdivision shall, concurrently with the effectiveness of such stock dividend, stock distribution or subdivision, be proportionately decreased.

(2) Combinations or Consolidations. 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, the Conversion Price of each series of Preferred Stock in effect immediately prior to such combination or consolidation shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(vii) Adjustment for Merger or Reorganization. Subject to the provisions of Section 3.2(d), in case of any consolidation or merger of the Corporation with or into another corporation or the conveyance of all or substantially all of the assets of the Corporation to another corporation in which the holders of Common Stock will be entitled to receive shares of stock, other securities or property, each share of each series 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 share of Preferred Stock would have been entitled upon such consolidation, merger or conveyance. In any such case, appropriate adjustment (as determined by the Board of Directors) shall be made in the application of these provisions set forth with respect to the rights and interest thereafter of the holders of Preferred Stock, to the end that these provisions (including provisions with respect to changes in and other adjustments of the Conversion Prices) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of Preferred Stock.

(e) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Section 3.3, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with these terms and furnish to each holder of Preferred Stock a certificate setting forth such adjustment, readjustment or conversion and showing in detail the facts upon which such adjustment, readjustment or conversion is based, *provided* that the failure to promptly provide such notice shall not affect the effectiveness of such adjustment, readjustment or conversion. 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) each 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 a share of each series of Preferred Stock.

(f) Notices of Record Date. In the event of (i) any taking by the Corporation of a record date of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend which is the same as cash dividends paid in previous quarters) or other distribution, or (ii) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation, and any transfer of all or substantially all of the assets of the Corporation to any other corporation, or any other entity or person, or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall, unless waived by the holders of at least two-thirds in voting power of outstanding shares of Preferred Stock, mail to each holder of Preferred Stock at least 30 days prior to the record date specified therein, a notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such

dividend or distribution, (B) the date on which any such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (C) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.

(g) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect conversion of the Preferred Stock.

3.4. Redemption.

(a) On June 4, 2014 and on each of the first and second anniversaries thereof (each such date being referred to hereinafter as a "Redemption Date"), upon the demand of the holders of at least two-thirds in voting power of the then outstanding shares of Preferred Stock, the Corporation shall redeem from each such holder of shares of Preferred Stock, at the applicable Redemption Price (as defined below), the following respective portions of the number of shares of each series of Preferred Stock held by such holder on the applicable Redemption Date:

Redemption Date	Portion of Shares of each Series of Preferred Stock to be Redeemed
June 4, 2014	33 1/3%
June 4, 2015	66 2/3%
June 4, 2016	100%

For the purposes of this Section 3.4, the term "Redemption Price" means a price per share equal to, (i) in the case of the Series A Preferred, the sum of (x) \$1.68 (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) plus (y) any dividends declared but unpaid thereon, (ii) in the case of the Series A-1 Preferred, the sum of (x) \$1.848 (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) plus (y) any dividends declared but unpaid thereon, and (iii) in the case of each of the Series A-2 Preferred, Series A-3 Preferred and Series A-4 Preferred, the sum of (x) \$0.75 (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) plus (y) any dividends declared but unpaid thereon.

(b) If the funds of the Corporation legally available for redemption of the Preferred Stock on any Redemption Date are insufficient to redeem the number of shares of Preferred Stock required under this Section 3 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 on

the basis of the number of shares of each series of Preferred Stock which would be redeemed on such date if the funds of the Corporation legally available therefor had been sufficient to redeem all the shares of Preferred Stock required to be redeemed on such date. At any time thereafter when additional funds of the Corporation become legally available for the redemption of the Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of the shares which the Corporation was theretofore obligated to redeem, ratably on the basis set forth in the preceding sentence.

(c) Unless there shall have been a default in payment of the applicable redemption price, no share of Preferred Stock shall be entitled to any dividends declared after its applicable redemption date, and on such redemption date all rights of the holder of such shares as a stockholder of the Corporation by reason of the ownership of such share will cease, except the right to receive the applicable Redemption Price of such share, upon presentation and surrender of the certificate representing such share and such share will not from and after such redemption date be deemed to be outstanding.

3.5. Voting Rights.

(a) On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of each series of Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of such series of Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the provisions of Section 3.5(b), Section 3.5(c) or Section 3.7, holders of Preferred Stock shall vote together with the holders of Common Stock as a single class.

(b) The holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect one director of the Corporation and, so long as at least 5,856,060 shares of Preferred Stock remain outstanding (appropriately adjusted to take account of any stock split, stock dividend, subdivision, combination of shares, or the like), the holders of record of the shares of Preferred Stock, exclusively and as a separate class, shall be entitled to elect two directors of the Corporation. Any director elected as provided in the preceding sentence may be removed 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 a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. The holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Preferred Stock), voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Corporation. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. A vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Subsection 3.5(b).

(c) In the case of any Deemed Liquidation Event, reincorporation, recapitalization, or sale or other transfer of a substantial part of the Company's assets other than in the ordinary course of business, including, without limitation, a business combination with an entity or entities affiliated with, or controlled by, any Polaris Venture Partners funds, so long as any Preferred Stock is outstanding, the vote of the holders of a majority of the Preferred Stock, voting as a separate class, shall be the only vote of the Corporation's stockholders required to approve the transaction.

3.6. Dividend Right. The holders of outstanding shares of each series of Preferred Stock shall be entitled to receive a dividend (determined on the basis of the number of shares of Common Stock into which a share of such series of Preferred Stock is then convertible) equal to any dividend paid on Common Stock, other than dividends comprised solely of shares of Common Stock. Any declared and unpaid dividend shall be payable on liquidation, conversion and redemption in accordance with Sections 3.2, 3.3 and 3.4, respectively. No dividend shall be declared on either series of Preferred Stock unless an equivalent dividend (determined on the basis of the number of shares of Common Stock into which a share of such series of Preferred Stock is then convertible) is paid on the Common Stock.

3.7. Covenants. In addition to any other vote required by law or this Certificate of Incorporation, so long as any shares of Preferred Stock shall be outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of at least two-thirds in voting power of such outstanding shares of Preferred Stock:

- (a) amend or repeal any provision of the Corporation's Certificate of Incorporation or By-Laws;
- (b) create any class or series of stock on parity with or having preference over either series of Preferred Stock;
- (c) create indebtedness for borrowed money, in a single or related series of transactions, in an amount in excess of \$500,000;
- (d) create a new plan or arrangement for the grant of stock options or the issuance of restricted stock or increase the number of shares available under any such plan or arrangement;
- (e) increase the number of directors constituting the Corporation's whole board of directors; or
- (f) pay or declare any dividend or distribution on any shares of the Corporation's capital stock (except dividends payable solely in shares of common stock), or apply any of the Corporation's assets to the redemption or repurchase of the Corporation's capital stock (except for redemption of Preferred Stock as provided in Section 3.4 or the repurchase of securities from employees or consultants of the Corporation pursuant to restricted stock arrangements with individuals who have terminated their relationship with the Corporation).

3.8. Converted, Redeemed or Otherwise Acquired Shares. Any share of Preferred Stock that is converted under Section 3.3, redeemed under Section 3.4 or otherwise acquired by the Corporation will be canceled and will not be reissued, sold or transferred.

3.9. Residual Rights. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary shall be vested in the Common Stock.

FIFTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided that:

(a) Subject to the limitations and exceptions, if any, contained in the Certificate of Incorporation or the Bylaws of the Corporation, the Bylaws may be adopted, amended or repealed by the Board of Directors of the Corporation, including both Preferred Directors;

(b) Elections of directors need not be by written ballot unless, and only to the extent, otherwise provided in the Bylaws of the Corporation;

(c) Subject to any applicable requirements of law, the books of the Corporation may be kept outside the State of Delaware at such locations as may be designated by the Board of Directors or in the Bylaws of the Corporation; and

(d) Subject to the limitations and exceptions, if any, contained in the Bylaws of the Corporation, meetings of stockholders may be held within or without the State of Delaware.

(e) Except as provided to the contrary in the provisions establishing a class of stock, the number of authorized shares of such class may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, voting as a single class.

SIXTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which DGCL permits the 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 DGCL.

Any repeal or modification of the foregoing provisions of this Article SIXTH shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the

application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages arising out of such director's breach of fiduciary duty as a director of the Corporation, except to the extent that the elimination or limitation of such liability is not permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended. No amendment to or repeal of the provisions of this Article EIGHTH shall deprive any director of the Corporation of the benefit hereof with respect to any act or failure to act of such director occurring prior to such amendment or repeal.

NINTH: 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 the General Corporation Law of the State of Delaware and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Robert Robillard, its President and Chief Executive Officer, this 3rd day of June, 2009.

LIVING PROOF, INC.

By: 

Robert Robillard
President and Chief Executive Officer