

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
AWAREPOINT CORPORATION**

(a Delaware corporation)

AWAREPOINT CORPORATION (the "*Corporation*"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The name of the Corporation is AwarePoint Corporation. The original Certificate of Incorporation of AWP Acquisition Corporation, predecessor to the Corporation, was filed with the Secretary of State of the State of Delaware on December 5, 2003.

SECOND: The Board of Directors of the Corporation, acting in accordance with provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation as follows:

Paragraph A of Article V of the Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

"A. The 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 Forty Million (140,000,000). The total number of shares of Preferred Stock this Corporation shall have authority to issue is Fifty Million (50,000,000). The total number of shares of Common Stock this Corporation shall have authority to issue is Ninety Million (90,000,000). The Preferred Stock shall have a par value of \$0.001 per share and the Common Stock shall have a par value of \$0.001 per share."

Paragraph B of Article V of the Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

"B. The Preferred Stock shall be divided into series. The first series shall consist of Fifty Million (50,000,000) shares and is designated "Series A Preferred Stock".

THIRD: The foregoing amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, AwarePoint Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 14th day of July, 2005.

AWAREPOINT CORPORATION

By: /s/ Michael A. Lutz

Michael A. Lutz
Chief Executive Officer