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**FILED** *AAA*  
the office of the Secretary of State  
of the State of California

JAN 30 2006

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ALTIERRE CORPORATION**

The undersigned, Sunit Saxena and Anurag Goel, certify that:

1. They are the duly elected and acting President and Chief Executive Officer, and Secretary, respectively, of Altierre Corporation, a California corporation (the "Corporation").

2. Paragraphs A and B of Article III of the Amended and Restated Articles of Incorporation of this Corporation are amended in their entirety to read in full as follows:

**"ARTICLE III**

"A. This Corporation is authorized to issue two classes of stock 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 83,950,000. The total number of shares of Preferred Stock this Corporation shall have authority to issue is 26,950,000. The total number of shares of Common Stock this Corporation shall have authority to issue is 57,000,000.

"B. The Preferred Stock shall be divided into one or more series. The first series shall consist of 26,950,000 shares and is designated "Series A Preferred Stock."

\* \* \*


3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 of the California Corporations Code. The total number of outstanding shares of Common Stock entitled to vote with respect to the foregoing amendment was 13,563,652, and the total number of outstanding shares of Series A Preferred Stock of the Corporation entitled to vote with respect to the foregoing amendment was 20,350,000, voting together as a single class on an as-converted to Common Stock basis. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was (i) more than fifty percent (50%) of the outstanding shares of Preferred Stock and Common Stock voting together as a single class on an as-converted to Common Stock basis, (ii) more than fifty percent (50%) of the outstanding shares of Series A Preferred Stock voting separately as a class and (iii) more than fifty percent (50%) of the outstanding shares of Common Stock voting separately as a class.

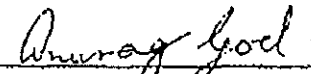
\* \* \*

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: January 27, 2006.



Sunit Saxena  
President and Chief Executive Officer



Anurag Goel  
Secretary