

**SECOND AMENDMENT TO THE  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ZYOPTICS, INC.**

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

**First:** The undersigned is the duly elected and acting Chief Executive Officer of the Corporation.

**Second:** The Second Amended and Restated Certificate of Incorporation of said Corporation, filed on November 21, 2000, as amended by the Certificate of Amendment, filed on August 7, 2001 (the "Second Amended and Restated Certificate of Incorporation"), shall be amended as set forth in this Second Amendment to the Second Amended and Restated Certificate of Incorporation (the "Second Amendment").

**Third:** Article 1 of the Corporation's Second Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

"The name of the corporation is AOptix Technologies, Inc.  
(the "Company")."

**Fourth:** The foregoing Second Amendment has been duly approved by the Board of Directors of the Corporation.

**Fifth:** The foregoing Second Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law and written consent of stockholders was received in accordance with Section 228 of the General Corporation Law.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Corporation has caused this Second Amendment to be executed by its Chief Executive Officer, this 16 day of October, 2001.

ZYOPTICS, INC.

By: 

Anthony Mazzarella  
Chief Executive Officer