

State of Delaware
Secretary of State
Division of Corporations
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**CERTIFICATE OF AMENDMENT OF
FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
AWAREPOINT CORPORATION**

AWAREPOINT CORPORATION (the "*Company*"), 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 Company is AwarePoint Corporation. The original Certificate of Incorporation of AWP Acquisition Corporation, predecessor to the Company, was filed with the Secretary of State of the State of Delaware on December 5, 2003.

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

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

"**A.** The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is 183,330,300 shares, 75,000,000 shares of which shall be Common Stock (the "*Common Stock*") and 108,330,300 shares of which shall be Preferred Stock (the "*Preferred Stock*"). 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."

2. The sixth and seventh sentences of Paragraph C of Article V of the Fifth Amended and Restated Certificate of Incorporation shall be amended to read in their entirety as follows:

"34,500,000 of the authorized shares of Preferred Stock are hereby designated "Series D Preferred Stock" (the "*Series D Preferred*"). 34,500,000 of the authorized shares of Preferred Stock are hereby designated "Series D-1 Preferred Stock" (the "*Series D-1 Preferred*")."

THIRD: The foregoing amendment was submitted to the stockholders of the Company 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 April, 2009.

AWAREPOINT CORPORATION

By: /s/ Jason Howe

Jason Howe

Chief Executive Officer