

**CERTIFICATE OF AMENDMENT
OF
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AOPTIX TECHNOLOGIES, INC.**

The undersigned, Dean Senner, hereby certifies that:

1. He is the President of AOptix Technologies, Inc., a Delaware corporation (the "Company").
2. The first two paragraphs of Article IV of the Fourth Amended and Restated Certificate of Incorporation of the Company are amended and restated to read in their entirety as follows:

"The Company is authorized to issue two classes of stock to be designated Common Stock and Preferred Stock. The aggregate number of shares that the Company shall have authority to issue is 151,789,000 consisting of 87,133,500 shares of Common Stock, par value \$0.01 per share, and 64,655,500 shares of Preferred Stock, par value \$0.01 per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The first series shall be designated "**Series A Preferred Stock**" and shall consist of 350,000 shares. The second series shall be designated "**Series A-1 Preferred Stock**" and shall consist of 12,500,000 shares. The third series shall be designated "**Series A-2 Preferred Stock**" and shall consist of 5,000,000 shares. The fourth series shall be designated "**Series B Preferred Stock**" and shall consist of 46,805,500 shares. The Series A Preferred Stock, the Series A-1 Preferred Stock and the Series A-2 Preferred Stock are collectively referred to herein as the "**Series Preferred Stock**". The Series Preferred Stock and the Series B Preferred Stock are collectively referred to herein as the "**Preferred Stock**". The rights, preferences, privileges and restrictions granted to and imposed upon the Preferred Stock are as follows:"

3. Article IV, Section 1(a)(viii) of the Fourth Amended and Restated Certificate of Incorporation of the Company is hereby amended to read in its entirety as follows:

"(viii) in connection with the acquisition transactions, to financial institutions or lessors in connection with commercial credit arrangements or equipment financings, in connection with strategic partnering arrangements and the like and to persons or entities with which the Company has bona fide business relationships, which issuances are approved by the Company's Board of Directors and are primarily for purposes other than equity financing and which are cumulatively, following the date upon which Series B Preferred Stock was issued by the Company in April 2006, not more than 175,000 shares (as appropriately adjusted for any subsequent stock splits, stock dividends, recapitalizations and the like);"

4. Article IV, Section 1(a)(ix) of the Fourth Amended and Restated Certificate of Incorporation of the Company is hereby amended to read in its entirety as follows:

“(ix) pursuant to grants of options to purchase Common Stock or grants of restricted stock, in each case, to directors and employees of, and consultants to, the Company in a manner determined by the Board of Directors and which are cumulatively not more than 14,313,250 shares (as appropriately adjusted for any subsequent stock splits, stock dividends, recapitalizations and the like);”

5. Article IV, Section 5(d)(iv)(G) of the Fourth Amended and Restated Certificate of Incorporation of the Company is hereby amended to read in its entirety as follows:

“(G) increase the number of shares available for awards under the Company’s stock option plans above 14,313,250 shares (except by stock splits, recapitalizations and the like);”

6. The first sentence of Article IV, Section 6(a) of the Fourth Amended and Restated Certificate of Incorporation of the Company is hereby amended to read in its entirety as follows:

“(a) *Series B Redemption Date and Price.* If the Company shall receive, at any time on or after the second anniversary of the date upon which Series B Preferred Stock was issued by the Company in April 2006, a written request (the “**Series B Redemption Election**”) from the holders of not less than a majority of the then outstanding Series B Preferred Stock that the shares of such series be redeemed, the Company shall redeem at the applicable Series B Redemption Price (as defined below), to the extent that it may lawfully do so, the Series B Preferred Stock in accordance with the procedures set forth in this Section 6 by paying in cash therefore a redemption price per share equal to the Series B Preference Amount per share of Series B Preferred Stock (as adjusted for any stock dividends, combinations or splits with respect to such shares) plus all declared but unpaid dividends, if any, on such shares (the “**Series B Redemption Price**”).”

7. The first sentence of Article IV, Section 6(b) of the Fourth Amended and Restated Certificate of Incorporation of the Company is hereby amended to read in its entirety as follows:

“(b) *Series Preferred Redemption Date and Price.* If the Company shall receive, at any time on or after the second anniversary of the date upon which Series B Preferred Stock was issued by the Company in April 2006, a written request (the “**Series Preferred Redemption Election**”) from the holders of not less than a majority of the then outstanding Series Preferred Stock that the shares of such series be redeemed, the Company shall redeem at the applicable Series Preferred Redemption Price (as defined below) to the extent it may lawfully do so, the Series Preferred Stock in accordance with the procedures set forth in this Section 6 by paying in cash therefore a redemption price per share as set forth in this Section 6(b).”

8. This Certificate of Amendment has been duly adopted by the Board of Directors and stockholders of the Company in accordance with Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Fourth Amended and Restated Certificate of Incorporation on April 19, 2006.

/s/ Dean Senner

Dean Senner, President