

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ACUFOCUS, INC.**

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

That the amendment to the Corporation's Amended and Restated Certificate of Incorporation set forth in the following resolution was approved by the Corporation's Board of Directors and stockholders and was fully adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware:

RESOLVED, that Article FOURTH of the Amended and Restated Certificate of Incorporation of the Corporation be amended and restated by deleting the first paragraph of Article FOURTH thereof in its entirety and replacing it with the following:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is Sixty-Seven Million Two Hundred Thirteen Thousand Seven Hundred Twelve (67,213,712) shares, of which: (i) Forty-One Million Seven Hundred Thousand (41,700,000) shall be designated shares of common stock, \$0.0001 par value per share (the "Common Stock"), and (ii) Twenty Five Million Five Hundred Thirteen Thousand Seven Hundred Twelve (25,513,712) shall be designated shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock"). Of the shares designated Preferred Stock, Two Million Four Hundred Sixty-Six Thousand Six Hundred Sixty-Seven (2,466,667) shares of Preferred Stock shall be designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), Seven Million Nine Hundred Sixty-Eight Thousand Four Hundred Forty-Six (7,968,446) shares of Preferred Stock shall be designated "Series B Convertible Preferred Stock" (the "Series B Preferred Stock"), Seven Hundred Twenty-Four Thousand Six Hundred Thirty-Eight (724,638) shares of Preferred Stock shall be designated "Series B-1 Convertible Preferred Stock" (the "Series B-1 Preferred Stock"), Nine Million Seven Hundred Ninety-Two Thousand Eight Hundred Ninety-One (9,792,891) shares of Preferred Stock shall be designated "Series C Convertible Preferred Stock" (the "Series C Preferred Stock"), Two Million Four Hundred Fifty Thousand (2,450,000) shares of Preferred Stock shall be designated "Series D Convertible Preferred Stock" (the "Series D Preferred Stock"), One Million One Hundred Eleven Thousand Seventy (1,111,070) shares of Preferred Stock shall be designated "Series E Convertible Preferred Stock" (the "Series E Preferred Stock") and One Million (1,000,000) shares of Preferred Stock shall be designated "Series F Convertible Preferred Stock" (the "Series F Preferred Stock")."

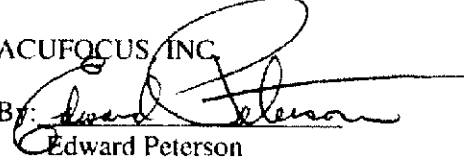
RESOLVED FURTHER, that Article FOURTH of the Amended and Restated Certificate of Incorporation of the Corporation be amended and restated by deleting paragraph (a) of Section B.7 thereof in its entirety and replacing it with the following:

“(a) The Corporation will, subject to the conditions set forth below, including the possible extension of such date in accordance with this Section B.7(a), on December 31, 2011 and on each of the first and second anniversaries thereof (each such date being referred to hereinafter as a “Redemption Date”), upon receipt of written request(s) (an “Initial Redemption Request”) for redemption not less than thirty (30) days prior to the applicable Redemption Date from holders of at least a simple majority of the shares of Series A Preferred Stock, making demand as a separate class, from holders of at least a simple majority of the combined shares of Series B Preferred Stock and Series B-1 Preferred Stock, calculated as a single class and making demand as a separate class, from holders of at least a simple majority of the shares of Series C Preferred Stock, making demand as a separate class or from holders of at least a simple majority of the combined shares of Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock, calculated as a single class and making demand as a separate class (such demanding holders of Series A Preferred Stock, Series B Preferred Stock and Series B-1 Preferred Stock, Series C Preferred Stock, or Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock, the “Initial Requesting Holders”), redeem from each Requesting Holder (as defined in Section B.7(c) below), at the price per share equal to the price per share paid to the Corporation for such shares by the initial holders thereof, which in the case of the Series A Preferred Stock is the Series A Original Purchase Price, in the case of the Series B Preferred Stock is the Series B Original Purchase Price, in the case of the Series B-1 Preferred Stock is the Series B-1 Original Purchase Price, in the case of the Series C Preferred Stock is the Series C Original Purchase Price, in the case of the Series D Preferred Stock is the Series D Original Purchase Price, in the case of the Series E Preferred Stock is the Series E Original Purchase Price and in the case of the Series F Preferred Stock is the Series F Original Purchase Price, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares, plus any dividends declared or accrued but unpaid thereon (the “Redemption Price”), the following respective portions of the number of shares of Preferred Stock held by such holder on the applicable Redemption Date:

<u>Redemption Date</u>	<u>Portion of Shares of Preferred Stock to be Redeemed</u>
December 31, 2011	33 1/3%
December 31, 2012	66 2/3%
December 31, 2013	100%

Notwithstanding the foregoing, in no event shall the holders of any series of Preferred Stock be entitled to have such shares redeemed by the Corporation pursuant to this Section B.7(a), unless the approval of the holders of Preferred Stock under section B.8(a) is obtained.”

IN WITNESS WHEREOF, AcuFocus, Inc. has caused this certificate to be signed by its duly authorized President this 9th day of November, 2010.

ACUFOCUS INC.
By: 
Edward Peterson
President