

**SEVENTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
BAROSENSE, INC.**

BaroSense, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

A. The name of the Corporation is BaroSense, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 7, 2001.

B. This Seventh Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, BaroSense, Inc. has caused this Seventh Amended and Restated Certificate of Incorporation to be signed by Daniel Balbierz, a duly authorized officer of the Corporation, on August 13, 2009.

/S/ DANIEL BALBIERZ  
Daniel Balbierz, Chief Executive Officer

## **EXHIBIT A**

### ARTICLE I

The name of the corporation is BaroSense, Inc. (the “**Corporation**”).

### ARTICLE II

The address of the Corporation’s registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, 19801. The name of the registered agent at such address is The Corporation Trust Company.

### ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

### ARTICLE IV

The total number of shares of stock that the Corporation shall have authority to issue is Nine Hundred Fifty Million (950,000,000) shares, consisting of Five Hundred Twenty Seven Million (527,000,000) shares of Common Stock, \$0.001 par value per share, and Four Hundred Twenty Three Million (423,000,000) shares of Preferred Stock, \$0.001 par value per share. The first series of Preferred Stock shall be designated “**Series A’ Preferred Stock**” and shall consist of Fifty Three Million (53,000,000) shares. The second series of Preferred Stock shall be designated “**Series AA’ Preferred Stock**” and shall consist of Fifty Three Million (53,000,000) shares. The third series of Preferred Stock shall be designated “**Series B’ Preferred Stock**” and shall consist of One Hundred Twenty Seven Million (127,000,000) shares. The fourth series of Preferred Stock shall be designated “**Series BB’ Preferred Stock**” and shall consist of One Hundred Ninety Million (190,000,000) shares.

### ARTICLE V

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. **Definitions.** For purposes of this Article V, the following definitions shall apply:

(a) “**Conversion Price**” shall mean \$0.246 per share for the Series A’ Preferred Stock and Series AA’ Preferred Stock, and \$0.246 per share for the Series B’ Preferred Stock and Series BB’ Preferred Stock (each subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein).

(b) “**Corporation**” shall mean BaroSense, Inc.

(c) “**Convertible Securities**” shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable, directly or indirectly, for Common Stock.

(d) “**Distribution**” shall mean the transfer to stockholders on account of shares of the Corporation’s stock held by them of cash or other property without consideration whether by way of dividend

or otherwise (other than dividends on Common Stock payable solely in Common Stock) or the purchase or redemption of shares of the Corporation for cash or property other than: (i) repurchases approved by the Corporation's Board of Directors of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase (provided, that such repurchases, together with repurchases pursuant to the following clause (ii) of this Section 1(d) do not exceed \$100,000 in the aggregate in any twelve month period), (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right (provided, that such repurchases, together with repurchases pursuant to the foregoing clause (i) of this Section 1(d) do not exceed \$100,000 in the aggregate in any twelve month period), (iii) the repurchase of capital stock of the Corporation approved by a Preferred Supermajority in connection with the settlement of disputes with any stockholder, and (iv) any other repurchase or redemption of capital stock of the Corporation approved by a Preferred Supermajority.

(c) **"Dividend Rate"** shall mean an annual rate of \$0.020 per share for the Series A' Preferred Stock and Series AA' Preferred Stock, and an annual rate of \$0.020 per share for the Series B' Preferred Stock and Series BB' Preferred Stock (each subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(f) **"Liquidation Preference"** shall mean \$0.246 per share for the Series A' Preferred Stock and Series AA' Preferred Stock, and \$0.246 per share for the Series B' Preferred Stock and Series BB' Preferred Stock (each subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(g) **"Options"** shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(h) **"Original Issue Price"** shall mean \$0.246 per share for the Series A' Preferred Stock and Series AA' Preferred Stock, and \$0.246 per share for the Series B' Preferred Stock and Series BB' Preferred Stock (each subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(i) **"Preferred Stock"** shall mean the Series A' Preferred Stock, the Series AA' Preferred Stock, the Series B' Preferred Stock and the Series BB' Preferred Stock.

(j) **"Preferred Supermajority"** shall mean holders of no less than 66 2/3% of the outstanding shares of the Preferred Stock voting together as a single class on an as converted to Common Stock basis; provided, that if any holder of Preferred Stock and its Affiliates (as defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934, as amended) collectively own more than 33 1/3% of the outstanding shares of the Preferred Stock (such amount held by such holder and its Affiliates, the **"Blocking Percentage"**), then a Preferred Supermajority shall mean the holders of no less than that percentage of the outstanding shares of the Preferred Stock voting together as a single class on an as converted to Common Stock basis that is equal to: 99% of all then outstanding shares of Preferred Stock less the Blocking Percentage; provided, further, that the definition of a Preferred Supermajority shall never be adjusted to mean the holders of less than 50% of the issued and outstanding Preferred Stock.

(k) **"Recapitalization"** shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event occurring after the effective time of the filing of this Restated Certificate.

## 2. Dividends.

(a) Series B' Preferred Stock and Series BB' Preferred Stock Dividend Preference. In any calendar year, the holders of outstanding shares of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any assets at the time legally available therefor, at the Dividend Rate specified for such shares of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, payable in preference and priority to any declaration or payment of any Distribution on shares of Series A' Preferred Stock, Series AA' Preferred Stock or Common Stock of the Corporation in such calendar year. No Distributions shall be made with respect to the Series A' Preferred Stock, Series AA' Preferred Stock or Common Stock until all declared dividends on the Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, have been paid or set aside for payment to the holders of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable. Payment of any dividends to the holders of the Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, shall be on a *pro rata*, pari passu basis in proportion to the Dividend Rates for each series of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable. The right to receive dividends on shares of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, shall not be cumulative, and no right to such dividends shall accrue to holders of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, by reason of the fact that dividends on said shares are not declared or paid in any calendar year.

(b) Series A' Preferred Stock and Series AA' Preferred Stock. Subject to Section 2(a) above, in any calendar year, the holders of outstanding shares of Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any assets at the time legally available therefor, at the Dividend Rate specified for such shares of Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, payable in preference and priority to any declaration or payment of any Distribution on Common Stock of the Corporation in such calendar year. No Distributions shall be made with respect to the Common Stock until all declared dividends on the Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, have been paid or set aside for payment to the holders of Series A' Preferred Stock or Series AA' Preferred Stock, as applicable. Payment of any dividends to the holders of the Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, shall be on a *pro rata*, pari passu basis in proportion to the Dividend Rates for each series of Series A' Preferred Stock or Series AA' Preferred Stock, as applicable. The right to receive dividends on shares of Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, shall not be cumulative, and no right to such dividends shall accrue to holders of Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, by reason of the fact that dividends on said shares are not declared or paid in any calendar year.

(c) Additional Dividends. After the payment or setting aside for payment of the dividends described in Sections 2(a) and 2(b), any additional dividends (other than dividends on Common Stock payable solely in Common Stock) declared or paid in any fiscal year shall be declared or paid among the holders of the Preferred Stock and Common Stock then outstanding in proportion to the greatest whole number of shares of Common Stock which would be held by each such holder if all shares of Preferred Stock were converted at the then effective Conversion Rate (as defined in Section 4 hereof).

(d) Non Cash Distributions. Whenever a Distribution provided for in this Section 2 shall be payable in property other than cash, the value of such Distribution shall be deemed to be the fair market value of such property as determined in good faith by the Board of Directors.

(e) Consent to Certain Distributions. As authorized by Section 402.5(c) of the California Corporations Code, Sections 502 and 503 of the California Corporations Code shall not apply with respect to payments made by the Corporation in connection with (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their

employment or services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, or (iii) repurchase of capital stock of the Corporation in connection with the settlement of disputes with any stockholder.

3. Liquidation Rights.

(a) Series B' and Series BB' Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, shall be entitled to receive, prior and in preference to any Distribution of any of the assets or surplus funds of the Corporation to the holders of Common Stock, the Series A' Preferred Stock or the Series AA' Preferred Stock by reason of their ownership of such stock, an amount per share for each share of Series B' Preferred Stock or Series BB' Preferred Stock held by them equal to the sum of (i) the Liquidation Preference for the Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, and (ii) all declared and unpaid dividends on such share of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable. If upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation legally available for Distribution to the holders of the Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the entire assets of the Corporation legally available for Distribution shall be distributed with equal priority and *pro rata* among the holders of the Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, in the same proportion as the relative aggregate amounts obtained by multiplying the number of shares of Series B' Preferred Stock then held by each such holder by the Liquidation Preference for the Series B' Preferred Stock or multiplying the number of shares of Series BB' Preferred Stock then held by each such holder by the Liquidation Preference for the Series BB' Preferred Stock.

(b) Series A' and Series AA' Liquidation Preference. After the payment to the holders of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, of the full amounts specified in Section 3(a) above, the holders of the Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, shall be entitled to receive, prior and in preference to any Distribution of any of the remaining assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, an amount per share for each share of Series A' Preferred Stock or Series AA' Preferred Stock held by them equal to the sum of (i) the Liquidation Preference for the Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, and (ii) all declared and unpaid dividends on such share of Series A' Preferred Stock or Series AA' Preferred Stock, as applicable. If remaining assets of the Corporation legally available for Distribution to the holders of the Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, after payment to holders of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, of the full amounts specified in Section 3(a) above are insufficient to permit the payment to the holders of Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, of the full amounts specified in this Section 3(b), then the entire remaining assets of the Corporation legally available for Distribution shall be distributed with equal priority and *pro rata* among the holders of the Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, in the same proportion as the relative aggregate amounts obtained by multiplying the number of shares of Series A' Preferred Stock then held by each such holder by the Liquidation Preference for the Series A' Preferred Stock or multiplying the number of shares of Series AA' Preferred Stock then held by each such holder by the Liquidation Preference for the Series AA' Preferred Stock.

(c) Remaining Assets. After the payment or setting aside for payment to the holders of Preferred Stock of the full amounts specified in Sections 3(a) and 3(b) above, the entire remaining assets of

the Corporation legally available for Distribution shall be distributed with equal priority and *pro rata* to holders of the Common Stock and Preferred Stock of the Corporation in proportion to the number of shares of Common Stock (assuming the conversion of all shares of Preferred Stock into Common Stock) held by them.

(d) Deemed Liquidation Events. For purposes of this Section 3, unless otherwise agreed by a Preferred Supermajority, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of capital stock of the Corporation for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), as a result of shares in the Corporation held by such holders prior to such transaction, at least a majority of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions in relatively the same proportion as they held prior to the transaction or series of transactions; or (ii) a sale, lease, transfer, exclusive license or other conveyance of all or substantially all of the assets of the Corporation, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation (each of the events described in clauses (i) and (ii) above is referred to as a “**Deemed Liquidation Event**”).

(e) Valuation of Non Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that unless otherwise valued in a merger or acquisition agreement approved by the Corporation’s stockholders any publicly traded securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) If the securities are then traded on a national securities exchange or a national quotation system, then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading day period ending five (5) trading days prior to the Distribution;

(ii) if the securities are actively traded over the counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the Distribution.

In the event of a merger or other acquisition of the Corporation by another entity, the Distribution date shall be deemed to be the date such transaction closes.

For the purposes of this Section 3(e), “**trading day**” shall mean any day which the exchange or system on which the securities to be distributed are traded is open and “**closing prices**” or “**closing bid prices**” shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or Nasdaq, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from

those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully paid, nonassessable shares of Common Stock determined by dividing the Original Issue Price for the relevant series by the Conversion Price for such series. (The number of shares of Common Stock into which each share of Preferred Stock of a series may be converted is hereinafter referred to as the "**Conversion Rate**" for each such series.) Upon any decrease or increase in the Conversion Price for any series of Preferred Stock, as described in this Section 4, the Conversion Rate for such series shall be appropriately increased or decreased.

(b) Automatic Conversion of Preferred Stock. Each share of Preferred Stock shall automatically be converted into fully paid, non assessable shares of Common Stock at the then effective Conversion Rate for such share (1) immediately prior to the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act covering the offer and sale of the Corporation's Common Stock, provided that the aggregate gross proceeds to the Corporation are not less than \$40,000,000 and the pre money valuation of the Corporation prior to such public offering is not less than \$150,000,000 (a "**QIPO**") or (2) upon the receipt by the Corporation of a written request for such conversion from the holders of a Preferred Supermajority, or, if later, the effective date for conversion specified in such request (each of the events referred to in (1) and (2) are referred to herein as a "**Post Series B' Automatic Conversion Event**").

(c) Special Mandatory Conversion. Immediately after the Second Tranche Closing (as defined in the Series B' Preferred Stock Purchase Agreement dated on or about August \_\_, 2009, as may be amended from time to time, by and among the Company and the purchasers of the Company's Series B' Preferred Stock set forth on Exhibit A attached thereto (the "**Purchase Agreement**") and immediately following the Exchange (as defined in the Purchase Agreement), (1) each ten (10) shares of Series A' Preferred Stock then outstanding shall be automatically converted into one (1) share of Common Stock subject to adjustment as set forth in this Section 4, and each ten (10) shares of Series B' Preferred Stock then outstanding shall be automatically converted into one (1) share of Common Stock subject to adjustment as set forth in this Section 4, (2) there shall no longer be any shares of Preferred Stock designated as Series A' Preferred Stock or Series B' Preferred Stock, (3) the authorized number of shares of Preferred Stock shall be reduced from Four Hundred Twenty Three Million (423,000,000) shares to Two Hundred Forty Two Million (242,000,000) shares, (4) the authorized number of shares of Common Stock shall be reduced from Five Hundred Twenty Seven Million (527,000,000) shares to Three Hundred Four Million (304,000,000) shares and (5) the total number of shares of capital stock that the Corporation is authorized to issue shall be reduced from Nine Hundred Forty Nine Million (949,000,000) shares to Five Hundred Forty Six Million (546,000,000) shares (the "**Post Series B' Special Mandatory Conversion Event**"). The holder of any shares of Series A' Preferred Stock or Series B' Preferred Stock converted pursuant to this Section 4(c) shall deliver to the Corporation during regular business hours at the office of any transfer agent of the Corporation, or at such other place as may be designated by the Corporation, the certificate or certificates for the shares so converted, duly endorsed or assigned in blank or to the Corporation. As promptly as practicable thereafter, the Corporation shall issue and deliver to such holder, at the place designated by such holder, a certificate or certificates for the number of shares of the Common Stock to be issued and such holder shall be deemed to have become a stockholder of record of Common Stock on the date of the Post Series B' Special Mandatory Conversion Event unless the transfer books of the Corporation are closed on that date, in which event he, she

or it shall be deemed to have become a stockholder of record of Common Stock on the next succeeding date on which the transfer books are open. Additionally, any shares of Preferred Stock subject to an agreement pursuant to which the holder of such shares of Preferred Stock agrees that such shares convert into Common Stock upon the occurrence of certain conditions precedent shall so convert into Common Stock automatically upon the satisfaction of such conditions precedent. Upon the Post Series B' Special Mandatory Conversion Event provided for under this Section 4(c), the shares of Series A' Preferred Stock and Series B' Preferred Stock so converted shall be canceled and shall not be re issuable by the Corporation.

(d) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, they shall either (A) surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that they elect to convert the same; provided, however, that on the date of a Post Series B' Automatic Conversion Event or a Post Series B' Special Mandatory Conversion Event, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such Post Series B' Automatic Conversion Event or a Post Series B' Special Mandatory Conversion Event, as the case may be, unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of a Post Series B' Automatic Conversion Event or Post Series B' Special Mandatory Conversion Event, as the case may be, each holder of record of shares of Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock, plus any declared and unpaid dividends on the converted Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act or a Deemed Liquidation Event, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of such transaction, in which event the person(s) entitled to receive the



Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such transaction.

(e) Adjustments to Conversion Price for Diluting Issues.

(i) Special Definition. For purposes of this Section 4(e), “**Additional Shares of Common**” shall mean all shares of Common Stock issued (or, pursuant to Section 4(e)(iii), deemed to be issued) by the Corporation after the date of filing of this Seventh Amended and Restated Certificate of Incorporation (the “**Filing Date**”), other than the following (the “**Excluded Shares**”):

(1) shares of Common Stock or Preferred Stock exchanged for or issued upon conversion of Preferred Stock as contemplated by this Seventh Amended and Restated Certificate of Incorporation and the Exchange Agreement.

(2) shares of Common Stock issued or issuable to officers, directors and employees of, or consultants to, the Corporation pursuant to stock grants, option plans, purchase plans or other employee stock incentive programs or arrangements approved by the Board of Directors (up to a maximum of 27,438,797 shares, as adjusted for any stock splits, stock dividends or distributions, recapitalizations and similar events affecting the Common Stock after the filing date hereof; provided, however, that such amount shall be increased to reflect any shares of Common Stock (i) not issued pursuant to the rights, agreements, options or warrants (“**Unexercised Options**”) as a result of the termination of such Unexercised Options or (ii) reacquired by the Company from employees, directors or consultants at cost (or the lesser of cost or fair market value) pursuant to agreements which permit the Company to repurchase such shares upon termination of services to the Company), or upon exercise of options or warrants granted to such parties pursuant to any such plan or arrangement;

(3) shares of Common Stock issued upon the exercise or conversion of Options or Convertible Securities outstanding as of the Filing Date on the terms provided in the instrument evidencing such Options or Convertible Securities as of the Filing Date, subject to subsequent amendments that do not alter the number of underlying shares of capital stock issuable upon conversion of such Options or Convertible Securities or the conversion ratio or exercise price of such Options or Convertible Securities approved by the Board of Directors;

(4) shares of Common Stock issued or issuable as a dividend or Distribution on Preferred Stock or pursuant to any event for which adjustment is made pursuant to paragraph 4(f), 4(g) or 4(h) and 4(i) hereof;

(5) shares of Common Stock issued in a QIPO;

(6) shares of Common Stock issued or issuable pursuant to the acquisition of another corporation by the Corporation by merger, purchase of substantially all of the assets or other reorganization or pursuant to a joint venture agreement, provided, that such issuances are approved by the Board of Directors and are not primarily for capital raising purposes;

(7) shares of Common Stock issued or issuable to banks, equipment lessors or other financial institutions pursuant to a debt financing or commercial leasing transaction approved by at least two-thirds (2/3) of the members of the Board of Directors;

(8) shares of Common Stock issued or issuable in connection with sponsored research, collaboration, technology license, development, OEM, marketing or other similar

agreements or strategic partnerships approved by at least two-thirds (2/3) of the members of the Board of Directors and that are not primarily for capital raising purposes;

(9) shares of Common Stock issued or issuable to suppliers or third party service providers in connection with the provision of goods or services pursuant to transactions approved by at least two-thirds (2/3) of the members of the Board of Directors;

(10) shares of Preferred Stock issued or issuable upon the conversion or exercise of any convertible promissory notes or warrants, as the case may be, issued pursuant to that certain Note and Warrant Purchase Agreement dated January 7, 2009, by and among the Corporation and certain investors of the Corporation pursuant to the terms of such notes and warrants in effect on the Filing Date, subject to subsequent amendments to such warrants that do not alter the number of underlying shares of capital stock issuable upon exercise of such warrants or the conversion ratio or exercise price of such warrants approved by the Board of Directors;

(11) shares of Preferred Stock issued or issuable pursuant to the Purchase Agreement; and

(12) shares of Common Stock or Preferred Stock which are not otherwise excluded from the definition of “**Additional Shares of Common**” hereunder may be deemed Excluded Shares by the affirmative vote or consent of a Preferred Supermajority.

(ii) No Adjustment of Conversion Price. No adjustment in the Conversion Price of a particular series of Preferred Stock shall be made in respect of the issuance of Additional Shares of Common unless the consideration per share (as determined pursuant to Section 4(e)(v)) for an Additional Share of Common issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to such issue, for such series of Preferred Stock.

(iii) Deemed Issue of Additional Shares of Common. In the event the Corporation at any time or from time to time after the Filing Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities, the conversion or exchange of such Convertible Securities or, in the case of Options for Convertible Securities, the exercise of such Options and the conversion or exchange of the underlying securities, shall be deemed to have been issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which shares are deemed to be issued:

(1) no further adjustment in the Conversion Price of any series of Preferred Stock shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock in connection with the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any change in the consideration payable to the Corporation or in the number of shares of Common Stock issuable upon the exercise, conversion or exchange thereof (other than a change pursuant to the anti dilution provisions of such Options or Convertible Securities such as this Section 4(e) or pursuant to Recapitalization provisions of such Options or Convertible Securities such as

Sections 4(f), 4(g), 4(h) and 4(i) hereof), then upon such change the Conversion Price of each series of Preferred Stock and any subsequent adjustments based thereon shall be recomputed to reflect such change as if such change had been in effect as of the original issue thereof (or upon the occurrence of the record date with respect thereto);

(3) no readjustment pursuant to clause (2) above shall have the effect of increasing the Conversion Price of a series of Preferred Stock to an amount above the Conversion Price that would have resulted from any other issuances of Additional Shares of Common and any other adjustments provided for herein between the original adjustment date and such readjustment date;

(4) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price of each series of Preferred Stock computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto) and any subsequent adjustments based thereon shall, upon such expiration, be recomputed as if:

(a) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of such exercised Options plus the consideration actually received by the Corporation upon such exercise or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and

(b) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common deemed to have been then issued was the consideration actually received by the Corporation for the issue of such exercised Options, plus the consideration deemed to have been received by the Corporation (determined pursuant to Section 4(e)(v)) upon the issue of the Convertible Securities with respect to which such Options were actually exercised; and

(5) if such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, the adjustment previously made in the Conversion Price which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted pursuant to this Section 4(e)(iii) as of the actual date of their issuance.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common. In the event that after the date of filing of this Certificate of Incorporation, this Corporation shall issue Additional Shares of Common (including Additional Shares of Common deemed to be issued pursuant to Section 4(e)(iii)) without consideration or for a consideration per share less than the applicable Conversion Price of a series of Preferred Stock in effect on the date of and immediately prior to such issue, then, the Conversion Price of the affected series of Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common so issued would purchase at such Conversion Price, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common so issued. Notwithstanding the foregoing, the

Conversion Price shall not be reduced at such time if the amount of such reduction would be less than \$0.01; provided, however, that such reduction shall be included in the next issuance of Additional Shares of Common. For the purposes of this Section 4(e)(iv), all shares of Common Stock issuable upon conversion of all outstanding shares of Preferred Stock and the exercise and/or conversion of any other outstanding Convertible Securities and all outstanding Options at the time of the issuance of Additional Shares of Common shall be deemed to be outstanding.

(v) Determination of Consideration. For purposes of this Section 4(e), the consideration received by the Corporation for the issue (or deemed issue) of any Additional Shares of Common shall be computed as follows:

(1) Cash and Property. Such consideration shall:

(a) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation after deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with such issuance;

(b) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(c) in the event Additional Shares of Common are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (a) and (b) above, as reasonably determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common deemed to have been issued pursuant to Section 4(e)(iii) shall be determined by dividing

(x) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(y) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(f) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Price of each series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the

Conversion Price of each series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(g) Adjustments for Subdivisions or Combinations of Preferred Stock. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Preferred Stock, the Dividend Rate, Original Issue Price, Conversion Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Preferred Stock, the Dividend Rate, Original Issue Price, Conversion Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(h) Adjustment for Other Distributions. In the event the Corporation at any time or from time to time after the Filing Date makes or fixes a record date for the determination of holders of Common Stock entitled to receive any Distribution payable in securities of the Corporation or any other property, then and in each such event provision shall be made so that the holders of Preferred Stock shall receive upon such Distribution the amount of securities of the Corporation or other property which they would have received had their Preferred Stock converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities or other property receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 4 with respect to the rights of the holders of Preferred Stock.

(i) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 3 above, if at any time or from time to time, the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by recapitalization, capital reorganization, reclassification or otherwise (other than a subdivision, combination of shares or merger, sale of assets or other event provided for above or in Section 3), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, each holder of such Preferred Stock shall have the right thereafter to convert such shares of Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such series of Preferred Stock immediately before that change would have been entitled to receive in such recapitalization, capital reorganization, reclassification or otherwise, all subject to further adjustment as provided herein with respect to such other shares. In addition, to the extent applicable in any recapitalization, capital reorganization, reclassification or otherwise, provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization, capital reorganization, reclassification or otherwise.

(j) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Preferred Stock.

(k) Waiver of Adjustment of Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any series of Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of at least sixty six and two thirds percent (66 2/3%) of the then outstanding shares of such series. Any such waiver shall bind all future holders of shares of such series of Preferred Stock.

(l) Notices of Record Date. In the event that this Corporation shall propose at any time:

(i) to declare any dividend or Distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

(iii) to voluntarily liquidate or dissolve or to enter into any Deemed Liquidation Event;

then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock at least 10 days' prior written notice of the date on which a record shall be taken for such dividend or Distribution (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in (ii) and (iii) above.

Such written notice shall be given by first class mail (or express courier), postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation and shall be deemed given on the date such notice is mailed.

The notice provisions set forth in this Section may be shortened or waived prospectively or retrospectively by the vote or written consent of the holders of a Preferred Supermajority.

(m) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

## 5. Voting.

(a) Restricted Class Voting. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) No Series Voting. Other than as provided herein or required by law, there shall be no series voting.

(c) Preferred Stock. Each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such

holder could be converted immediately after the close of business on the record date fixed for a stockholders meeting or the effective date of a written consent. The holders of shares of Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote and may act by written consent in the same manner as the Common Stock. Holders of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted), shall be disregarded.

(d) Election of Directors. The holders of Series A' Preferred Stock or Series AA' Preferred Stock, as applicable, voting as a separate class, either by written consent or at a special meeting, shall be entitled to elect two (2) members of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors and to remove from office such director(s) and to fill any vacancy caused by the resignation, death or removal of such director(s). The holders of Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, voting as a separate class, either by written consent or at a special meeting, shall be entitled to elect two (2) members of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors and to remove from office such director and to fill any vacancy caused by the resignation, death or removal of such director. Any additional members of the Corporation's Board of Directors shall be elected by the mutual consent of the holders of a majority of the outstanding Common Stock and Preferred Stock (determined on an as converted to Common Stock basis), voting together as a single class. If the holders of shares of Preferred Stock or Common Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to the first three sentences of this Section 5(d), then any directorship not so filled shall remain vacant (unless otherwise earlier filled pursuant to the applicable provisions of the Corporation's bylaws) until such time as the holders of the Preferred Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class.

(e) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of the Certificate of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

(f) Cumulative Voting. So long as Section 2115 of the California General Corporation Law purports to make Section 708 subdivisions (a), (b) and (c) of the California General Corporation Law applicable to the Corporation, the Corporation's stockholders shall have the right to cumulate their votes in connection with the election of directors as provided by Section 708 subdivisions (a), (b) and (c) of the California General Corporation Law.

## 6. Amendments and Changes.

(a) Amendments and Changes that Require Approval of Preferred Stock. As long as any of the Preferred Stock shall be issued and outstanding, the Corporation shall not, whether by way of reorganization, merger, consolidation, amendment of this Certificate of Incorporation or otherwise, without

first obtaining the approval (by vote or written consent as provided by law) of the holders of a Preferred Supermajority:

(i) amend, alter, waive or repeal any provision of the Certificate of Incorporation or Bylaws of the Corporation if such action would adversely alter the rights, preferences, privileges or powers of, or restrictions provided for the benefit of the Preferred Stock or any series thereof;

(ii) authorize or create (by reclassification or otherwise) any new class or series of stock having rights, preferences or privileges with respect to redemption, dividends or payments upon liquidation senior to or on a parity with any series of Preferred Stock or having voting rights other than those granted to the Preferred Stock generally;

(iii) increase or decrease (other than by redemption or conversion) the total number of authorized shares of any series of Preferred Stock or of Common Stock;

(iv) enter into any transaction or series of related transactions deemed to be a liquidation, dissolution or winding up of the Corporation pursuant to Section 3(d) above.

(v) increase or decrease the authorized size of the Board of Directors;

(vi) enter into any transaction in which the Corporation shall incur or guarantee indebtedness such that its aggregate indebtedness exceeds \$1,000,000;

(vii) increase the number of shares authorized for issuance under any existing stock or option plan or other equity incentive plan;

(viii) issue or agree to issue any additional shares of the Corporation's capital stock or Options or Convertible Securities other than Excluded Shares;

(ix) enter into any transaction in which the Corporation (1) makes an acquisition of assets or stock or equity interest of another entity, or (2) makes an investment, in either case, for aggregate consideration in excess of \$1,000,000;

(x) incur an expenditure not provided for in the Corporation's annual budget that exceeds, along with any other expenditures not provided in the Corporation's annual budget, a cumulative amount of \$500,000;

(xi) redeem, retire, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to (1) the repurchase of shares of Common Stock at cost from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements approved by the Board of Directors under which this Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment, or (2) the Company's exercise of any right of first refusal contained in agreements providing for such right (provided, that such repurchases do not exceed \$100,000 in the aggregate in any twelve-month period);

(xii) take any action that results in the payment or declaration of a dividend on any shares of Common Stock or Preferred Stock; or

(xiii) amend this Section 6(a).



(b) Amendments and Changes that Require Approval of Series B' Preferred Stock or Series BB' Preferred Stock. As long as any of the Series B' Preferred Stock or Series BB' Preferred Stock shall be issued and outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of at least sixty six and two thirds percent (66 2/3%) of the outstanding shares of the Series B' Preferred Stock or Series BB' Preferred Stock, as applicable, voting as a separate class, whether by way or reorganization, merger, consolidation, amendment of the Certificate of Incorporation, or otherwise, amend, alter, waive or repeal any provision of the Certificate of Incorporation or Bylaws of the Corporation if such action would adversely alter the rights, preferences, privileges or powers of, or restrictions provided for the benefit of the Series B' Preferred Stock or Series BB' Preferred Stock, as applicable.

7. Notices. Any notice required by the provisions of this Article V to be given to the holders of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of the Corporation.

8. No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued.

#### ARTICLE VI

The Corporation is to have perpetual existence.

#### ARTICLE VII

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

#### ARTICLE VIII

The number of directors which constitute the Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

#### ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

#### ARTICLE X

1. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director.

2. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.

3. Neither any amendment nor repeal of this Article X, nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article X, shall eliminate or reduce the effect of this Article X, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article X, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE XI


Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**CERTIFICATE OF CORRECTION**  
**OF SEVENTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF**  
**BAROSENSE, INC.**

BaroSense, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:

1. The name of the Corporation is BaroSense, Inc.
2. A Seventh Amended and Restated Certificate of Incorporation of the Corporation (the "**Restated Certificate**") was filed with the Secretary of State of the State of Delaware on August 13, 2009, and the Restated Certificate requires correction as permitted by Section 103(f) of the General Corporation Law of the State of Delaware.
3. The first sentence of Section 4(c) of Article V of the Restated Certificate inaccurately identifies "August \_\_, 2009" as the effective date of the Series B' Preferred Stock Purchase Agreement referred to therein.
4. That the inaccuracy set forth in Section 3 above is hereby corrected to read "August 13, 2009."

IN WITNESS WHEREOF, BaroSense, Inc. has caused this Certificate of Correction of Seventh Amended and Restated Certificate of Incorporation to be signed by Daniel J. Balbierz, a duly authorized officer of the Corporation, on August 18, 2009.

By:   
Daniel J. Balbierz,  
Chief Executive Officer