

**CERTIFICATE OF AMENDMENT NO. 3  
TO THE  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AEROHIVE NETWORKS, INC.**

Aerohive Networks, 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:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 15, 2006. The original Certificate of Incorporation of the Corporation was amended and restated on July 31, 2006, was further amended on March 22, 2007, was amended and restated again as the Second Amended and Restated Certificate of Incorporation on July 13, 2007, was amended by the Amendment to the Second Amended and Restated Certificate of Incorporation on March 27, 2008, and was amended by the Amendment No. 2 to the Second Amended and Restated Certificate of Incorporation on October 7, 2009.

2. This Amendment No. 3 to the Second Amended and Restated Certificate of Incorporation has been duly adopted and approved in accordance with Sections 242 and 228 of the Delaware General Corporation Law and amends the provisions of the Corporation's Second Amended and Restated Certificate of Incorporation, as amended.

3. Article IV of the Second Amended and Restated Certificate of Incorporation, as amended, is hereby amended to read in its entirety as follows:

The total number of shares of capital stock that the Corporation shall have authority to issue is seventy-one million two hundred twenty-one thousand fifty (71,221,050), consisting of forty-four million four hundred and forty-three thousand one hundred sixty-five (44,443,165) shares of Common Stock, US\$0.001 par value per share (the "Common Stock"), and twenty-six million seven hundred seventy-seven thousand eight hundred eighty-five (26,777,885) shares of Preferred Stock, US\$0.001 par value per share (the "Preferred Stock"). The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of fourteen million two hundred six thousand eight hundred ninety-five (14,206,895) shares. The second series of Preferred Stock shall be designated "Series B Preferred Stock" and shall consist of twelve million five hundred seventy thousand nine hundred ninety (12,570,990) shares.

**IN WITNESS WHEREOF**, AEROHIVE NETWORKS, INC. has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 18<sup>th</sup> day of November, 2009.

**AEROHIVE NETWORKS, INC.**

By: \_\_\_\_\_

David Flynn

President and Chief Executive Officer