

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION OF
AQUANTIA CORP.**

Aquantia Corp., a Delaware corporation (the "**Corporation**"), does hereby certify that the following amendment to the Corporation's Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, with the approval of such amendment by the Corporation's stockholders having been given by written consent without a meeting in accordance with Sections 228 and 242 of the Delaware General Corporation Law:

1. Article IV of the Restated Certificate of Incorporation is amended to read in its entirety as follows:

"ARTICLE IV

1. **Authorization of Shares.** This corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is Sixty Four Million (64,000,000) shares, \$0.00001 par value per share. The total number of shares of Preferred Stock authorized to be issued is Thirty Six Million, Seven Hundred Ninety Nine Thousand, Eight Hundred Eighty Seven (36,799,887) shares, \$0.00001 par value per share, Eighteen Million, Eight Hundred Ninety Two Thousand, Nine Hundred Twenty One (18,892,921) of which are designated as "Series A Preferred Stock," Twelve Million, Two Hundred and Six Thousand, Nine Hundred and Sixty Six (12,206,966) of which are designated as "Series B Preferred Stock," One Million, Six Hundred Fifty Thousand (1,650,000) of which are designated as "Series C Preferred Stock" and Four Million, Fifty Thousand (4,050,000) of which are designated as "Series C-1 Preferred Stock." The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding or then necessary to allow for conversion of then outstanding shares of Preferred Stock into Common Stock) by the affirmative vote of the holders of at least a majority of the capital stock of the Corporation (voting together on an as-converted basis)."

2. Article V, Section 6.8(c)(i)(B) of the Restated Certificate of Incorporation is amended to read in its entirety as follows:

"(B) up to 16,356,050 shares of Common Stock (or options, warrants or rights therefor) (such number of shares to be calculated net of any repurchases of such shares by the Corporation and net of any such unexercised and expired or terminated options, warrants or rights and to be adjusted for any stock splits, stock dividends, recapitalizations or the like) granted or issued, whether before or after the filing hereof, to employees, officers, directors, contractors, consultants or advisers to, the Corporation or any Subsidiary pursuant to incentive agreements, stock purchase or stock option plans, stock bonuses or awards, warrants, contracts or other arrangements that are approved by the Board;"

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this March 31, 2009 and the foregoing facts stated herein are true and correct.

AQUANTIA CORP.

By: 

Name: Faraj Alalai

Title: Chief Executive Officer