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**FILED**

in the office of the Secretary of State  
of the State of California  
NOV 24 2009

**CERTIFICATE OF AMENDMENT  
TO THE  
THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ARCOT SYSTEMS, INC.,  
a California corporation**

Rammohan Varadarajan and Warren T. Lazarow hereby certify that:

1. They are duly elected and acting President and Secretary, respectively, of Arcot Systems, Inc., a California corporation (the "Corporation").

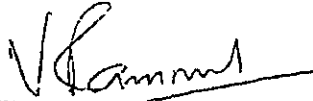
2. The following sentence shall be inserted at the end of Article IV(C)(2)(a) of the Third Amended and Restated Articles of Incorporation of said Corporation:

"The holders of all the Preferred Stock and the Common Stock, voting together as a single class, have the right to elect two (2) directors."

3. The foregoing amendment has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment of the Third Amended and Restated Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The appropriate officers of the Corporation have been authorized to file the Certificate of Amendment to the Third Amended and Restated Articles of Incorporation with the Secretary of State of the State of California. The number of outstanding shares of the Corporation is 62,217,706 shares of Common Stock, 47,805,534 shares of Series A' Preferred Stock and 34,797,121 shares of Series B' Preferred Stock. The number of shares voting in favor of the amendment of the Third Amended and Restated Articles of Incorporation equaled or exceeded the vote required. Affirmative votes were received from seventy percent (70%) of the sum of the outstanding shares of Preferred Stock less 2,707,207 shares (voting together as a single class on an as-converted to Common Stock basis) and a majority of the outstanding shares of Common Stock and Preferred Stock (voting together as a single class on an as-converted to Common Stock basis).

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment on November 24, 2009.

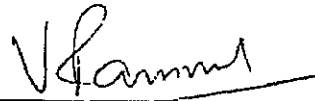


Rammohan Varadarajan  
*President*

Warren T. Lazarow  
*Secretary*

The undersigned further declare under penalty of perjury under the laws of the State of California that they have read the foregoing Certificate of Amendment and know the contents thereof and that the statements therein are true.

Executed at Sunnyvale, California, on November 24, 2009.

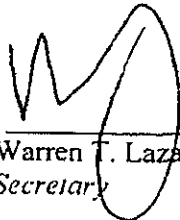


Rammohan Varadarajan  
*President*

Warren T. Lazarow  
*Secretary*

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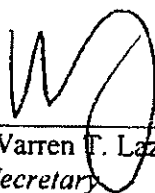
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