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FILED *JMS*

in the office of the Secretary of State
of the State of California

JUN 30 2005

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
A10 NETWORKS, INC.**

Lee Chen and Robert D. Cochran hereby certify that:

1. They are the President and Secretary, respectively, of A10 NETWORKS, INC., a California corporation (the "Company").

2. Article III, paragraph A. of the Articles of Incorporation of the Company is hereby amended to read in its entirety as follows:

"A. Authorized Stock. The corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The number of shares of Common Stock authorized to be issued is one hundred million (100,000,000) shares, having no par value. The number of shares of Preferred Stock authorized to be issued is thirty-five million nine hundred twenty-four thousand two hundred two (35,924,202) shares, having no par value, all of which is designated as Series A Preferred Stock."


3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation.

4. The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment and restatement was 16,500,000 shares of Common Stock and 18,424,202 shares of Series A Preferred Stock. The number of shares voting in favor of the foregoing amendment and restatement equaled or exceed the vote required, such required vote being a majority of the outstanding shares of Common Stock and a majority of the outstanding Series A Preferred Stock, each voting as a separate class.

The undersigned declare under penalty of perjury under the laws of the State of California that they have read the foregoing amendment of the Articles of Incorporation and that the matters set forth in the foregoing amendment of the Articles of Incorporation are true and correct of their own knowledge.

Executed at San Jose, California on JUNE 30, 2005.


Lee Chen, President


Robert D. Cochran, Secretary