

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ANCHOR BAY TECHNOLOGIES, INC.**

Craig Soderquist and Cheng Hwee Chee hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Anchor Bay Technologies, Inc., a Delaware corporation ("the Corporation").
2. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of Delaware on May 27, 2003 and Amended and Restated Certificate of Incorporation was filed on July 1, 2003, as amended on April 5, 2005.
3. The Certificate of Incorporation of the Corporation, as amended, is amended and restated to read in full as follows:

I

The name of the Corporation is Anchor Bay Technologies, Inc.

II

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

III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

IV

(A) The Corporation is authorized to issue 39,175,000 shares of its capital stock, which shall be divided into two classes known as Common Stock (the "Common Stock") and Preferred Stock (the "Preferred Stock"), respectively. The total number of shares of Common Stock which the Corporation is authorized to issue is 25,000,000, \$0.001 par value per share. The total number of shares of Preferred Stock which the Corporation is authorized to issue is 14,175,000, \$0.001 par value per share.

(B) The Corporation shall from time to time in accordance with the laws of the State of Delaware increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock in accordance with the applicable conversion provisions.

(C) The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation may be issued from time to time in one or more series. Of the Preferred Stock, 8,225,000 shares shall be designated as Series A Preferred Stock (the "Series A Preferred Stock"), and 5,950,000 shares shall be designated as Series B Preferred Stock (the "Series B Preferred Stock").

(D) The rights, preferences, privileges and restrictions granted to or imposed upon the Series A Preferred Stock, the Series B Preferred Stock and the Common Stock are as follows:

1. Dividend Rights

1.1 Preferred Stock. If and when declared by the Board of Directors of the Corporation, the holders of the Series A Preferred Stock and the Series B Preferred Stock shall be entitled to receive ratably out of any funds legally available therefor, a dividend of (i) \$0.08 on each outstanding share of Series A Preferred Stock (as adjusted for any stock dividends, combinations or splits) and (ii) \$0.1386 on each outstanding share of Series B Preferred Stock (as adjusted for any stock dividends, combinations or splits) payable in preference and priority to any payment of any dividend on any shares of Common Stock of the Corporation. No dividends on the Common Stock shall be declared or paid before the declaration and payment of all dividends to the Series A Preferred Stock and the Series B Preferred Stock as provided above. The holders of the Preferred Stock shall be entitled to participate on an as-converted to Common Stock basis in any dividend declared on the Common Stock on a pro-rata basis. The right to such dividends on the Preferred Stock shall be noncumulative, and no right shall accrue to holders of Preferred Stock by reason of the fact that dividends on such shares are not declared or paid in any prior year. Dividends, if paid, or if declared and set apart for payment, must be paid on, or declared and set apart for payment on, all outstanding shares of Series A Preferred Stock and the Series B Preferred Stock contemporaneously.

1.2 Payment of Dividends. Dividends shall be paid by forwarding a check, postage prepaid, to the address of each holder (or, in the case of joint holders, to the address of any such holder), of the Corporation's capital stock entitled to such dividend, as shown on the books of the Corporation, or to such other address as such holder specifies for such purpose by written notice to the Corporation. The forwarding of such check shall satisfy all obligations of the Corporation with respect to such dividends, unless such check is not paid upon timely presentation.

2. Liquidation Rights

2.1 In the event of any liquidation, dissolution or winding up of the Corporation (a "Liquidation Transaction"), whether voluntary or not, the holders of Series A Preferred Stock and the Series B Preferred Stock shall be entitled to receive on a *pari passu* basis, before any amount shall be paid to holders of Common Stock, an amount per share equal to (i) \$1.00, as adjusted for any stock dividends, combinations or splits with respect to such shares (the "Series A Original Issue Price") plus all declared and unpaid dividends, if any (collectively, "Series A Preference Amount") and (ii) \$1.733, as adjusted for any stock dividends, combinations or splits with respect to such shares (the "Series B Original Issue Price") plus all declared and unpaid dividends, if any (collectively, "Series B Preference Amount"). If upon the

occurrence of a liquidation, dissolution or winding up, the assets and funds distributed among the holders of Series A Preferred Stock and the Series B Preferred Stock shall be insufficient to permit the payment to such holders of Preferred Stock the full Series A Preference Amount and the full Series B Preference Amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A Preferred Stock and Series B Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive under this Section 2.1.

2.2 If, after the payment to the holders of Series A Preferred Stock and Series B Preferred Stock of the entire Series A Preference Amount and of the entire Series B Preference Amount, assets or funds remain in the Corporation, the holders of Common Stock and the holders of Preferred Stock shall be entitled to receive, on a pro rata as-converted basis (and for purposes of this sentence, "pro rata as-converted basis" means that the Preferred Stock shall be treated as if converted to Common Stock at the Series A Conversion Price or Series B Conversion Price, as applicable, then in effect), remaining assets and surplus funds of the Corporation.

2.3 A Liquidation Transaction shall be deemed to be occasioned by, and to include (each of the following, a "Deemed Liquidation Transaction"): the Corporation's sale or exclusive license of all or substantially all of its assets or the acquisition of the Corporation by or reorganization or merger of the Corporation into or with another entity in which the stockholders of the Corporation immediately prior to the transaction do not own a majority of the outstanding shares of the surviving, purchasing, or newly resulting corporation, whether by means of merger or consolidation or reorganization immediately following the transaction; provided that a Deemed Liquidation Transaction shall not be deemed to include (i) a merger effected exclusively for the purpose of changing the domicile of the Corporation or (ii) any bona fide sale of stock for capital raising purposes in which cash is received by the Corporation, or any successor, or indebtedness of the Corporation is cancelled or converted or a combination thereof. No later than twenty (20) days before the earlier of (a) the consummation of any Liquidation Transaction or (b) the holding of a stockholders' meeting called to approve such Liquidation Transaction, the Corporation shall deliver a notice to each holder of Preferred Stock setting forth the principal terms of such proposed Liquidation Transaction. Such notice shall be deemed delivered upon personal delivery or, if to a holder in the United States, five (5) days after deposit, and if to a holder outside the United States, ten (10) days after deposit, in the United States mail, by first class, registered or certified mail (in each case, prepaid), addressed to a party at its address as shown on the stock records of the Corporation. Such notice shall include a description of the amounts that would be paid to holders of Series A Preferred Stock and Series B Preferred Stock under this Section 2 and of the consideration that such holders would receive if they were to exercise their rights under Section 4.5 to have shares of Preferred Stock treated as if they had been converted into Common Stock. No later than ten (10) days after delivery of the notice, each holder of Preferred Stock may deliver an election to the Corporation notifying the Corporation that the holder desires that such holder's shares of Preferred Stock be treated, pursuant to Section 4.5, as if they had been converted into shares of Common Stock and, if no such election is delivered to the Corporation, such holder shall receive such amounts as are provided for as holders of Preferred Stock (unless otherwise converted into Common Stock pursuant to Sections 4.2 and 4.4 hereof) under this Section 2 in the event the Liquidation Transaction is consummated. Such notice periods may be shortened or waived, either before or after the action

for which notice is required, upon the written consent of the holders of 50% of the voting power of the outstanding shares of Preferred Stock entitled to such rights.

2.4 In the event the Corporation shall propose to take any action regarding the liquidation, dissolution or winding up of the Corporation which will involve the distribution of assets other than cash, the value of the assets to be distributed to the holders of shares of the Preferred Stock shall be determined in good faith by the consent or vote of the Board of Directors, and such determination shall be binding upon the holders of the Preferred Stock and Common Stock, except that any securities distributed shall be valued as follows:

(a) Securities not subject to investment letter or other similar restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate), unless otherwise agreed or approved in writing by a majority in interest of the Preferred Stock:

(i) if traded on a national securities exchange, the value shall be deemed to be the average of the security's closing prices on such exchange over the thirty (30) day period ending two (2) days prior to the closing; and

(ii) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending two (2) days prior to the closing; and

(iii) if there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the consent or vote of the Board of Directors and such determination shall be binding upon the holders of the Preferred Stock and Common Stock.

The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value, determined as above to reflect the approximate fair market value thereof, as determined in good faith by the consent or vote of the Board of Directors, and such determination shall be binding upon the holders of the Preferred Stock and the Common Stock.

2.5 Each holder of an outstanding share of Preferred Stock shall be deemed to have consented, for purposes of Sections 502 and 503 of the California Corporations Code, to distributions made by the Corporation in connection with the repurchase at cost of shares of Common Stock issued to or held by officers, directors or employees of or consultants to, the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements (whether now existing or hereafter entered into) providing for the right of said repurchase between the Corporation and such persons.

3. Voting Right

3.1 General Voting Rights. Except as expressly provided herein or as otherwise required by law, the holders of Series A Preferred Stock, Series B Preferred Stock and the holders of Common Stock shall have the same voting rights, shall vote together as a single

class on all matters, shall be entitled to notice of any stockholders' meeting and to vote upon any matter submitted to the stockholders for a vote as follows: (a) the holders of Series A Preferred Stock shall have one (1) vote for each share of Common Stock into which their share of Series A Preferred Stock are convertible on the record date for the vote, (b) the holders of Series B Preferred Stock shall have one (1) vote for each share of Common Stock into which their share of Series B Preferred Stock are convertible on the record date for the vote, and (c) the holders of Common Stock shall have one (1) vote per share of Common Stock. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock or Series B Preferred Stock, as applicable, held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

3.2 Special Voting Rights for the Election of Directors. The Board of Directors shall consist of five (5) members. Notwithstanding the foregoing, each time the stockholders of the Corporation meet, or act by written consent in lieu of a meeting, for the purpose of electing directors, (i) so long as any shares of Series A Preferred Stock remain outstanding, the holders of Series A Preferred Stock, voting separately as a class, shall be entitled to elect two (2) members of the Corporation's Board of Directors, (ii) so long as any shares of Series B Preferred Stock remain outstanding, the holders of Series B Preferred Stock, voting separately as a class, shall be entitled to elect one (1) member of the Corporation's Board of Directors, (iii) the holders of Common Stock, voting separately as a class, shall be entitled to elect one (1) member of the Corporation's Board of Directors, and (iv) the holders of the Series A Preferred Stock, Series B Preferred Stock, and Common Stock, voting together as a single class, shall be entitled to elect any remaining members of the Corporation's Board of Directors.

3.3 Vacancy; Removal. Notwithstanding any provision to the contrary contained in the Corporation's Bylaws, the stockholders entitled to elect a particular director shall be entitled to remove such director or to fill a vacancy in the seat formerly held by such director, all in accordance with the applicable provisions provided in the General Corporation Law of the State of Delaware.

4. Conversion to Common Stock

The Series A Preferred Stock shall be convertible into Common Stock of the Corporation as follows:

4.1 Definitions. For purposes of this Section 4 the following definitions shall apply:

4.1.1 "Issuance Date" shall mean the first date on which the Corporation issues any shares of Series B Preferred Stock.

4.1.2 "Series A Conversion Price" shall mean the price, determined pursuant to this Section 4, at which shares of Common Stock shall be deliverable upon conversion of Series A Preferred Stock. "Series B Conversion Price" shall mean the price, determined pursuant to this Section 4, at which shares of Common Stock shall be deliverable upon conversion of Series B Preferred Stock.

4.1.3 "Current Conversion Price" shall mean the Series A Conversion Price or Series B Conversion Price immediately before the occurrence of any event, which, pursuant to Section 4, causes an adjustment to the Series A Conversion Price or the Series B Conversion Price, as applicable.

4.1.4 "Convertible Securities" shall mean any indebtedness or shares of stock convertible into or exchangeable for Common Stock, including Series A Preferred Stock and Series B Preferred Stock.

4.1.5 "Options" shall mean any rights, warrants or options to subscribe for or purchase Common Stock or Convertible Securities.

4.1.6 "Common Stock Outstanding" shall mean the aggregate of all Common Stock outstanding and all Common Stock issuable upon exercise of all outstanding Options and conversion of all outstanding Convertible Securities.

4.1.7 "Common Stock Equivalents" shall mean Convertible Securities and rights entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock without the payment of any consideration by such holder for such additional shares of Common Stock or Common Stock Equivalents.

4.2 Right to Convert; Initial Conversion Price. Each holder of Series A Preferred Stock and Series B Preferred Stock may, at any time, convert any or all of such Series A Preferred Stock or Series B Preferred Stock shares into fully-paid and nonassessable shares of Common Stock at the Series A Conversion Price or the Series B Conversion Price, as applicable, then in effect.

Each share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock that results from dividing the Series A Conversion Price in effect at the time of conversion for Series A Preferred Stock into the Series A Original Issue Price for each share of Series A Preferred Stock being converted. The initial Series A Conversion Price shall be \$1.00 per share of Common Stock.

Each share of Series B Preferred Stock shall be convertible into the number of shares of Common Stock that results from dividing the Series B Conversion Price in effect at the time of conversion for Series B Preferred Stock into the Series B Original Issue Price for each share of Series B Preferred Stock being converted. The initial Series B Conversion Price shall be \$1.733 per share of Common Stock.

The Series A Conversion Price and the Series B Conversion Price shall be subject to adjustment from time to time in certain instances as hereinafter provided. No adjustments with respect to conversion shall be made on account of any dividends that may be declared but unpaid on the Series A Preferred Stock and/or the Series B Preferred Stock surrendered for conversion, but no dividends shall thereafter be paid on the Common Stock unless such unpaid dividends have first been paid to the holders of Series A Preferred Stock and/or the Series B Preferred Stock entitled to payment at the time of conversion of such shares of Series A Preferred Stock and/or the Series B Preferred Stock.

Before any holder of Preferred Stock shall be entitled to convert the same into Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, to the office of the Corporation or any transfer agent for such Preferred Stock and shall give written notice to the Corporation at such office that such holder elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, certificates for the number of full shares of Common Stock to which he shall be entitled, together with cash in lieu of any fraction of a share as hereinafter provided, and, if less than all of the shares of Preferred Stock represented by such certificate are converted, a certificate representing the shares of Preferred Stock not converted. Such conversion shall be deemed to have been made as of the date of such surrender of the certificate for the Preferred Stock to be converted, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the recordholder or holders of such Common Stock on such date. If the conversion is in connection with an offer of securities registered pursuant to the Securities Act of 1933, as amended (the "Act"), the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, 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 sale of securities.

4.3 Adjustments to Conversion Price. Subject to subsection 4.3.10, the Series A Conversion Price and the Series B Conversion Price in effect from time to time shall be subject to adjustment in certain cases as follows:

4.3.1 Issuance of Securities. If the Corporation shall at any time after the Issuance Date issue or sell (or shall have been deemed to have issued or sold pursuant to this Section 4.3) any Common Stock, Options, Convertible Securities, or Common Stock Equivalents ("Additional Shares of Common") without consideration or for a consideration per share of Common Stock or underlying Common Stock less than the Current Conversion Price for the Series A Preferred Stock or the Series B Preferred Stock, then such Current Conversion Price for the Series A Preferred or the Series B Preferred, as applicable, simultaneously with such issuance or sale, shall be reduced to a price determined by multiplying such Series A Current Conversion Price or Series B Conversion Price, by a fraction, (A) the numerator of which shall be the number of shares of Common Stock Outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common so issued would purchase at such Current Conversion Price and (B) 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 Stock so issued. Immediately after any Additional Shares of Common are deemed issued pursuant to this Section 4, such Additional Shares of Common shall be deemed to be outstanding; provided, however, that the Series A Conversion Price shall at no time exceed the Series A Original Issue Price and the Series B Conversion Price shall at no time exceed the Series B Original Issue Price (except as adjusted for reverse stock splits, combinations and similar events).

For purposes of this subsection 4.3, the following provisions shall also be applicable:

4.3.1.1 Cash Consideration. In case of the issuance or sale of additional Common Stock for cash, the consideration received by the Corporation therefor shall be deemed to be the amount of cash received by the Corporation for such shares (or, if such shares are offered by the Corporation for subscription, the subscription price, or, if such shares are sold to underwriters or dealers for public offering without a subscription offering, the initial public offering price), without deducting therefrom any reasonable compensation or discount paid or allowed to underwriters or dealers or others performing similar services or for any reasonable expenses incurred in connection therewith.

4.3.1.2 Non-Cash Consideration. In case of the issuance (otherwise than upon conversion or exchange of Convertible Securities) or sale of additional Common Stock, Options or Convertible Securities for consideration other than cash or for consideration a part of which shall be other than cash, the fair value of such consideration as determined by the Board of Directors of the Corporation in the good faith exercise of its business judgment, irrespective of the accounting treatment thereof, shall be deemed to be the value, for purposes of this Section 4, of the consideration other than cash received by the Corporation for such securities.

4.3.1.3 Options and Convertible Securities. In case the Corporation shall in any manner issue, grant or sell any Options or any Convertible Securities, the total maximum number of shares of Common Stock issuable upon the exercise of such Options or upon conversion or exchange of the total maximum amount of such Convertible Securities, assuming in all cases, the satisfaction of any conditions to convertibility, exchangeability or exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments, effective as of the date of issue or grant of such Options or, in the case of the issue or sale of Convertible Securities other than where the same are issuable upon the exercise of Options, as of the date of such issue or sale be deemed to be issued and to be outstanding for the purpose of this subsection 4.3.1 and to have been issued for the sum of the amount (if any) paid for such Options or Convertible Securities plus the minimum additional consideration (if any) payable upon the exercise of such Options or upon conversion or exchange of such Convertible Securities (assuming, in all cases, the satisfaction of any conditions to convertibility, exchangeability or exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments); provided, however, that, subject to the provisions of subsection 4.3.2, no further adjustment of the Current Conversion Price shall be made upon the actual issuance of any such Common Stock or Convertible Securities or upon the conversion or exchange of any such Convertible Securities.

4.3.2 Change in Option Price or Conversion Rate. In the event that the number of shares of Common Stock deliverable upon conversion, exchange or exercise of Options or Convertible Securities, or in the event that the purchase price provided for in any Option referred to in subsection 4.3.1.3, the additional consideration (if any) payable upon the conversion or exchange of any Convertible Securities referred to in subsection 4.3.1.3, or the rate at which any Convertible Securities referred to in subsection 4.3.1.3 are convertible into or exchangeable for shares of Common Stock shall change at any time (including, in all cases and without limitation, any change resulting from the provisions designed to protect against dilution thereof), the Current Conversion Price in effect at the time of such event shall forthwith be readjusted to the Series A Conversion Price or the Series B Conversion Price, as applicable, that

would have been in effect at such time had such Options or Convertible Securities still outstanding provided for such changed number of deliverable shares, purchase price, additional consideration or conversion rate, as the case may be, at the time same were initially granted, issued or sold, but no further adjustment shall be made for the actual issuance any such Common Stock or Convertible Securities or upon the conversion or exchange of any such Convertible Securities.

4.3.3 Termination of Option or Conversion Rights. In the event of the termination or expiration of any right to purchase Common Stock under any Option or of any right to convert or exchange Convertible Securities, the Current Conversion Price shall, upon such termination, be changed to the Series A Conversion Price or the Series B Conversion Price, as applicable, that would have been in effect at the time of such expiration or termination had such Option or Convertible Security, to the extent outstanding immediately prior to such expiration or termination, only been issued in amounts necessary to allow for the number of shares of Common Stock actually issued upon the conversion, exchange or exercise of such Option or Convertible Securities, and the shares of Common Stock issuable thereunder shall no longer be deemed to be Common Stock Outstanding.

4.3.4 Stock Splits, Dividends, Distributions, and Combinations. In the event the Corporation should at any time or from time to time after the Issuance Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or Common Stock Equivalents, then, following such record date (or the date of such dividend, distribution, split or subdivision if no record date is fixed), the Series A Conversion Price or the Series B Conversion Price, as applicable, shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred or the Series B Preferred, as applicable, shall be increased in proportion to such increase in the number of outstanding shares of Common Stock (including for this purpose, Common Stock Equivalents) determined in accordance with subsection 4.3.6. If the number of shares of Common Stock outstanding at any time after the Issuance Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Series A Conversion Price or the Series B Conversion Price, as applicable, shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred or the Series B Preferred shall be decreased in proportion to such decrease in the number of outstanding shares of Common Stock.

4.3.5 Other Dividends. In the event the Corporation shall declare a distribution payable in securities of other persons, evidence of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4.3.1.3, then, in each such case for the purpose of this subsection 4.3.4, the holders of Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

4.3.6 Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination, distribution or dividend provided for elsewhere in this Section 4), provision shall be made so that the holders of Preferred Stock shall thereafter be entitled to receive upon conversion of shares of 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 such conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Series A Conversion Price and the Series B Conversion Price then in effect and the number of shares purchasable upon conversion of shares of Series A Preferred or Series B Preferred, as applicable) shall be applicable after that event as nearly equivalent as may be practicable.

4.3.7 Successive Changes. The above provisions of this Section 4 shall similarly apply to successive issuances, sales, dividends or other distributions, subdivisions and combinations on or of the Common Stock after the Issuance Date.

4.3.8 Other Events Altering Conversion Price. Upon the occurrence of any event not specifically described in this Section 4 as reducing the Series A Conversion Price or the Series B Conversion Price that, in the reasonable exercise of the business judgment of the Board of Directors of the Corporation reached in good faith, requires, on equitable principles, the reduction of the Series A Conversion Price or the Series B Conversion Price, the Series A Conversion Price or the Series B Conversion Price, as applicable, will be so equitably reduced.

4.3.9 No Impairment. The Corporation will not, by amendment of this Second Amended and Restated Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action (except in accordance with applicable law and Section 5 hereof), avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Preferred Stock against impairment.

4.3.10 Excluded Events. Notwithstanding anything in this Section 4 to the contrary, the Series A Conversion Price and the Series B Conversion Price shall not be adjusted by virtue of (i) the issuance of shares of Common Stock upon conversion of shares of Preferred Stock, (ii) the issuance and sale of, or the grant of options or restricted stock, directly or pursuant to a stock option plan or restricted stock plan approved by the Corporation's Board of Directors, to employees, consultants, directors or officers of the Corporation in connection with the provision of services to the Corporation by such persons, as approved by the Corporation's Board of Directors, including a majority of directors elected by the holders of the Series A Preferred Stock and Series B Preferred Stock, (iii) the issuance of securities in connection with the exercise or conversion of the exercisable or convertible securities that are outstanding as of the date hereof, (iv) the issuance of securities in connection with equipment financing, leasing arrangements, credit agreements, debt financing or other commercial credit transactions, as

approved by the Corporation's Board of Directors, including a majority of directors elected by the holders of the Series A Preferred Stock and Series B Preferred Stock, (v) the issuance of shares by the Corporation in connection with any stock split, stock dividend or similar transaction, as described in Section 4.3.4 hereof, (vi) issuance of shares of Common Stock (or rights to purchase Common Stock issued for consideration other than cash) pursuant to a merger, consolidation, acquisition or similar business combination, as approved by the Corporation's Board of Directors, including at least one director elected by the holders of the Series A Preferred Stock and the director elected by the holders of the Series B Preferred Stock, (vii) issuances which are approved by a majority of the Board of Directors, as not being subject to antidilution provisions, and (viii) the issuance of shares in connection with bona fide, firmly underwritten public offering under the Act before which or in connection with which all outstanding shares of Preferred Stock will be automatically converted to Common Stock.

4.3.11 No Fractional Shares. No fractional shares shall be issued upon conversion of shares of Preferred Stock. The Corporation shall deliver cash to any holder of Preferred Stock in lieu of any fraction of a share, based on the fair market value of the shares of Common Stock, as determined in good faith by the Board of Directors, as of the time when those who would otherwise be entitled to receive such fractional shares is determined. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

4.3.12 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price or the Series B Conversion Price pursuant to this Section 4, the Corporation, at its expense upon request by any holder of Series A Preferred or the Series B Preferred, shall compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock or Series B Preferred Stock, as applicable, 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 (a) such adjustment and readjustment, (b) the Current Conversion Price and (c) 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 a share of Preferred Stock.

4.4 Automatic Conversion. Immediately upon (i) the closing of a firmly underwritten public offering pursuant to a registration statement under the Act, which results in aggregate cash proceeds to the Corporation of not less than Twenty Million Dollars (\$20,000,000) prior to underwriting commissions and expenses (a "Qualified Offering"), or (ii) the election of holders of at least a majority of the then outstanding Preferred Stock, voting together as a single class on an as-converted to Common Stock basis, each share of Preferred Stock shall automatically be converted into Common Stock at the Current Conversion Price for such Series of Preferred Stock. On and after said conversion date, notwithstanding that any certificates for the shares of Preferred Stock shall not have been surrendered for conversion, the shares of Preferred Stock evidenced thereby shall be deemed to be no longer outstanding, and all rights with respect thereto shall forthwith cease and terminate, except only the rights of the holder (a) to receive the shares of Common Stock to which he shall be entitled upon conversion

thereof, (b) to receive the amount of cash payable in respect of any fractional share of Common Stock to which he shall be entitled, and (c) with respect to dividends declared but unpaid on Preferred Stock prior to such conversion date. In the event that any holder of Preferred Stock presents such holder's certificate therefor for surrender to the Corporation or its transfer agent upon such conversion, a certificate for the number of shares of Common Stock into which the shares of Preferred Stock surrendered were convertible on such conversion date will be promptly issued and delivered to such holder. Notwithstanding the foregoing, if the conversion is in connection with a Qualified Offering, the conversion may, at the option of any holder tendering such Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event any persons entitled to receive Common Stock upon conversion of such Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

4.5 Merger; Sale of Corporation. After the Issuance Date, in the event of any proposed Liquidation Transaction, any holder of Preferred Stock may, upon delivery of such shares and election pursuant to Section 2 above, have each share of Preferred Stock held by such holder treated for all purposes as if it had been converted into Common Stock on the earlier of (a) the record date, if any, for voting by holders of Common Stock on such event, and (b) the date of such event.

4.6 Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Preferred Stock, at least 10 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

4.7 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 outstanding shares of such Series of Preferred Stock.

4.8 Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Preferred Stock shall be deemed given upon personal delivery or, if to a holder in the United States, five (5) days after deposit, and if to a holder outside the United States, ten (10) days after deposit, in the United States mail, by first class, registered or certified mail (in each case, prepaid), addressed to a party at its address as shown on the stock records of the Corporation.

4.9 Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation. This Second Amended and Restated Certificate of Incorporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

5. Protective Provisions.

5.1 Preferred Stock. The Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of more than 50% of the then outstanding shares of Preferred Stock, voting as separate class:

(a) alter or change the rights, preferences, privileges or limitations of the Preferred Stock;

(b) purchase, redeem or acquire any shares of the Corporation's stock (other than shares of Common Stock issued to or held by officers, directors or employees of, or consultants to, the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements, whether now existing or hereafter entered into, providing for the right of said repurchase at cost between the Corporation and such Persons; or

(c) increase or decrease the authorized number of shares of Preferred Stock;

(d) create (by reclassification or otherwise) or issue or obligate itself to issue, any new class or Series of stock or any other securities convertible into equity securities of the Corporation having a preference over or being on a parity with the Series B Preferred Stock with respect to voting, dividends, conversion or upon liquidation, dissolution or winding up;

(e) sell, convey, license or otherwise dispose of all or substantially all of the property or assets of the Corporation or merge into or consolidate with any other corporation (other than a wholly owned subsidiary of the Corporation or to change the Corporation's state of incorporation), including any Deemed Liquidation Transaction, or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of;

(f) amend, repeal or waive any provision of the Corporation's Certificate of Incorporation or Bylaws;

(g) increase or decrease the number of directors of the Corporation, unless such change is approved by not less than 75% of the directors on the Corporation's Board of Directors;

(h) pay or declare any dividend on any security junior to the Series A Preferred Stock;

(i) effect a Liquidation Transaction;

(j) create a new plan or arrangement for the grant of stock options or the issuance of restricted stock or stock equivalents by the Corporation or increase the number of shares available under such a plan or arrangement, other than a plan, arrangement, issuance or increase approved by the Board of Directors;

(k) enter into a transaction or agreement between the Corporation and any stockholder, officer, director of the Corporation or any affiliate thereof, except in connection with: (a) ordinary course employment matters, provided that the disinterested directors determine that the terms are fair to the Corporation, (b) transactions or agreements contemplated by that certain Series B Preferred Stock Purchase Agreement regarding the sale of shares of Series B Preferred Stock, or (c) a transaction approved by the majority of disinterested directors;

(l) authorize a payment in excess of \$1 million in cash or securities of the Corporation or borrowings in excess of \$1 million or create a joint venture or partnership, in each case unless approved by a majority of the Board of Directors;

(m) increase the size of the Board of Directors; or

(n) approve an agreement or commitment to take any of the foregoing actions.

5.2 Series A Preferred Stock. The Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of more than 50% of the then outstanding shares of Series A Preferred Stock, voting as separate class:

(a) alter or change (whether by merger, consolidation, amendment or waiver of any provision of the Corporation's Certificate of Incorporation or Bylaws, or otherwise) the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely (where such action shall not similarly affect the entire class of Preferred Stock); or

(b) increase or decrease the authorized number of shares of Series A Preferred Stock.

5.3 Series B Preferred Stock. The Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of more than 50% of the then outstanding shares of Series B Preferred Stock, voting as separate class:

(a) alter or change (whether by merger, consolidation, amendment or waiver of any provision of the Corporation's Certificate of Incorporation or Bylaws, or otherwise) the powers, preferences or special rights of the Series B Preferred Stock so as to affect them adversely (where such action shall not similarly affect the entire class of Preferred Stock); or

(b) increase or decrease the authorized number of shares of Series B Preferred Stock.

6. Redemption. The Preferred Stock is not redeemable.

7. Common Stock.

7.1 Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common

Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

7.2 Liquidation Rights. Upon occurrence of a Liquidation Transaction, the assets of the Corporation shall be distributed as provided in Section 2 of Article IV(D).

7.3 Redemption. The Common Stock is not redeemable.

7.4 Voting Rights. Each holder of Common Stock shall have the right to one vote per share of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

V

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

B. 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.

C. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability or indemnification.

VI

For the management of the business and for the conduct of the affairs of the Corporation and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be determined in accordance with the procedures specified in the Bylaws, subject to the provisions of this Amended and Restated Certificate of Incorporation.

B. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the percentage of holders of capital stock as provided therein; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

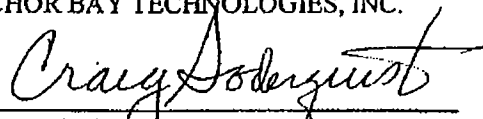
3. This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the DGCL by the Board of Directors and the stockholders of the Corporation. A majority of the outstanding shares of the Common Stock and Series A Preferred Stock approved this Amended and Restated Certificate of Incorporation by written consent in accordance with Section 228 of the DGCL.

IN WITNESS WHEREOF, Anchor Bay Technologies, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by the President and Secretary in Campbell, California as of January 18, 2007.

ANCHOR BAY TECHNOLOGIES, INC.

By


Craig Soderquist, President

By

Cheng Hwee Chee, Secretary

B. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the percentage of holders of capital stock as provided therein; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

3. This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the DGCL by the Board of Directors and the stockholders of the Corporation. A majority of the outstanding shares of the Common Stock and Series A Preferred Stock approved this Amended and Restated Certificate of Incorporation by written consent in accordance with Section 228 of the DGCL.

IN WITNESS WHEREOF, Anchor Bay Technologies, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by the President and Secretary in Campbell, California as of January 18, 2007.

ANCHOR BAY TECHNOLOGIES, INC.

By _____
Craig Soderquist, President

By  _____
Cheng Swee Chee, Secretary