

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
AWAREPOINT CORPORATION**

(a Delaware corporation)

AWAREPOINT CORPORATION (the "**Company**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The name of the Company is AwarePoint Corporation. The original Certificate of Incorporation of AWP Acquisition Corporation, predecessor to the Company, was filed with the Secretary of State of the State of Delaware on December 5, 2003.

SECOND: The Board of Directors of the Company, acting in accordance with provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation as follows:

1. Paragraph A of Article IV of the Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

"A. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is 71,488,472 shares, 32,000,000 shares of which shall be Common Stock (the "**Common Stock**") and 39,488,472 shares of which shall be Preferred Stock (the "**Preferred Stock**"). The Preferred Stock shall have a par value of \$0.001 per share and the Common Stock shall have a par value of \$0.001 per share."

2. Paragraph C of Article IV of the Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

"C. 1,881,250 of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock" (the "**Series A Preferred**"). 4,503,611 of the authorized shares of Preferred Stock are hereby designated "Series B Preferred Stock" (the "**Series B Preferred**"). 4,503,611 of the authorized shares of Preferred Stock are hereby designated "Series B-1 Preferred Stock" (the "**Series B-1 Preferred**"). 14,300,000 of the authorized shares of Preferred Stock are hereby designated "Series C Preferred Stock" (the "**Series C Preferred**"). 14,300,000 shares of the authorized Preferred Stock are hereby designated "Series C-1 Preferred Stock" (the "**Series C-1 Preferred**"). The Series A Preferred, Series B Preferred, Series B-1 Preferred, Series C Preferred and Series C-1 Preferred are collectively referred to herein as the "**Series Preferred**." Shares of Series B-1 Preferred and Series C-1 Preferred shall only be issued by the Company upon the conversion of shares of Series B Preferred or Series C Preferred, respectively, pursuant to Section (D)(5)(h)(vii) herein."

3. Section 5(h)(v) of Article IV(D) of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to (i) delete the word "and" at the end of subsection (F) thereunder, (ii) delete the period at the end of subsection (G) thereunder and add in its place a semicolon followed by the word "and" and (iii) add new subsection (H) thereunder to read in full as follows:

"(H) Convertible Securities issued and shares of Common Stock or Preferred Stock issued or issuable pursuant to Convertible Securities issued pursuant to that certain Note and Warrant Purchase Agreement dated on or about July 3, 2008."

THIRD: The foregoing amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, AwarePoint Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 2nd day of July, 2008.

AWAREPOINT CORPORATION

By: /s/ Jason Howe

Jason Howe

Chief Executive Officer