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FILED

Secretary of State  
State of California

MAR 26 2015

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CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

ALIPHCOM

HOSAIN RAHMAN and SAM FLEISCHMANN hereby certify that:

1. They are the President and Chief Executive Officer and the Secretary, respectively of AliphCom, a California corporation.

2. Article III of the Amended and Restated Articles of Incorporation of this corporation shall be amended and restated in its entirety to read as follows:

**"Authorized Capital Stock.** The Company is authorized to issue two classes of shares, designated respectively **"Common Stock"** and **"Preferred Stock."** The Company is authorized to issue 331,000,000 shares of Common Stock. The Company is authorized to issue 197,499,711 shares of Preferred Stock, of which 1,250,000 shares are designated Series 1-A Preferred Stock (**"Series 1-A Preferred"**), 2,037,206 shares are designated Series 1-B Preferred Stock (**"Series 1-B Preferred"**), 23,251,193 shares are designated Series 1-C Preferred Stock (**"Series 1-C Preferred"**), 61,466,070 shares are designated Series 2 Preferred Stock (**"Series 2 Preferred"**), 23,000,000 shares are designated Series 3 Preferred Stock (**"Series 3 Preferred"**), 7,150,000 shares are designated Series 4 Preferred Stock (**"Series 4 Preferred"**), 37,000,000 shares are designated Series 5 Preferred Stock (**"Series 5 Preferred"**), 33,962,597 shares are designated Series 6 Preferred Stock (**"Series 6 Preferred"**) and 1,400,000 shares are designated as Series 6A Preferred Stock (the **"Series 6A Preferred"**) and 4,201,441 shares are designated Series 6-B Preferred Stock. The Preferred Stock shall have a par value of one-tenth of one cent (\$0.001) per share, and the Common Stock shall have a par value of one-tenth of one cent (\$0.001) per share."

3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of capital stock of the Company is 74,374,053 shares of Common Stock, 1,250,000 shares of Series 1-A Preferred, 2,037,206 shares of Series 1-B Preferred, 23,251,193 shares of Series 1-C Preferred, 59,777,831 shares of Series 2 Preferred, 22,190,990 shares of Series 3 Preferred, 7,131,940 shares of Series 4 Preferred, 28,159,681 shares of Series 5 Preferred, 19,658,184 shares of Series 6 Preferred, 443,751 shares of Series 6-A Preferred and 4,201,441 shares of Series 6-B Preferred. The percentage approval required was (i) a majority of the outstanding shares of Preferred Stock, voting together as a single class on an as-converted basis, (ii) a majority of the outstanding shares of Common Stock, (iii) a majority of the outstanding shares of Common Stock and Preferred Stock, voting together as a single class on an as-converted basis, (iv) a majority of the outstanding shares of Series 1 Preferred, Series 2 Preferred, Series 3 Preferred, Series 4 Preferred

and Series 5 Preferred, voting together as a single class on an as-converted basis, (v) a majority of the outstanding shares of Series 6 Preferred, Series 6-A Preferred and Series 6-B Preferred, voting together as a single class on an as-converted basis, (vi) a majority of the outstanding shares of Series 6 Preferred and Series 6-B Preferred, voting together as a single class on an as-converted basis, and (vii) a majority of the outstanding shares of Series 6 Preferred. The number of shares approving the amendment equaled or exceeded that required.

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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 25, 2015



HOSAIN RAHMAN  
Chief Executive Officer and President



SAM FLEISCHMANN  
Secretary