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FILED KA
Secretary of State
State of California

FEB 05 2015

CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF *lu*
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. Section 4.2(i) of Article IV of the Amended and Restated Articles of Incorporation of this corporation shall be deleted in its entirety.
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 74,697,341 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, 15,886,300 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 2 Preferred, Series 3 Preferred, Series 4 Preferred, Series 5 Preferred, Series 6 Preferred, Series 6-A Preferred and Series 6-B Preferred voting together as a single class on an as-converted basis, and (v) a majority of the outstanding shares of Series 6 Preferred. The number of shares approving the amendment equaled or exceeded that required.

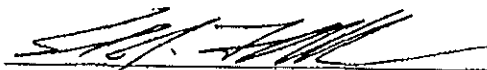
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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 5, 2015



HOSAIN RAHMAN
Chief Executive Officer and President



SAM FLEISCHMANN
Secretary