

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AZUL SYSTEMS, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Azul Systems, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is Azul Systems, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on March 12, 2002 under the name Chestnut Systems, Inc.

SECOND: That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety as follows:

ARTICLE I

The name of this corporation is Azul Systems, Inc.

ARTICLE II

The address of the registered office of this corporation in the State of Delaware is 3500 South Dupont Highway in the City of Dover, County of Kent. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

ARTICLE IV

A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of

shares that this corporation is authorized to issue is One Billion Twenty-One Million Seven Hundred Seventy-Nine Thousand One Hundred Thirty-Six (1,021,779,136). The total number of shares of common stock authorized to be issued is Four Hundred Fifty Million (450,000,000), par value \$0.0001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is Five Hundred Seventy-One Million Seven Hundred Seventy-Nine Thousand One Hundred Thirty-Six (571,779,136), par value \$0.0001 per share (the "Preferred Stock"), of which Eighteen Million Fifty-Four Thousand Three Hundred Twenty Two (18,054,322) shares are designated as "Series A Preferred Stock", of which Eighteen Million Fifty-Four Thousand Three Hundred Twenty Two (18,054,322) shares are designated as "Series A-1 Preferred Stock", Thirty-One Million One Hundred Ninety-Nine Thousand Nine Hundred Ninety-Seven (31,199,997) shares are designated as "Series B Preferred Stock", Thirty-One Million One Hundred Ninety-Nine Thousand Nine Hundred Ninety-Seven (31,199,997) shares are designated as "Series B-1 Preferred Stock", Thirty Million Nine Hundred Fifty-Two Thousand Two Hundred Seventy-Two (30,952,272) shares are designated as "Series C Preferred Stock", Thirty Million Nine Hundred Fifty-Two Thousand Two Hundred Seventy-Two (30,952,272) shares are designated as "Series C-1 Preferred Stock", Seventeen Million Eight Hundred Forty-One Thousand Two Hundred Sixty (17,841,260) shares are designated as "Series D Preferred Stock", Seventeen Million Eight Hundred Forty-One Thousand Two Hundred Sixty (17,841,260) shares are designated as "Series D-1 Preferred Stock", Thirty-Seven Million Eight Hundred Forty-One Thousand Seven Hundred Seventeen (37,841,717) shares are designated as "Series E Preferred Stock", Thirty-Seven Million Eight Hundred Forty-One Thousand Seven Hundred Seventeen (37,841,717) shares are designated as "Series E-1 Preferred Stock", One Hundred Fifty Million (150,000,000) shares are designated as "Series F Preferred Stock", and One Hundred Fifty Million (150,000,000) shares are designated as "Series F-1 Preferred Stock".

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B).

1. Dividend Provisions.

(a) The holders of shares of Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of this corporation) on the Common Stock of this corporation, at the applicable Dividend Rate (as defined below), payable when, as, and if declared by the Board of Directors. Such dividends shall not be cumulative. The holders of the outstanding Preferred Stock can waive any dividend preference that such holders shall be entitled to receive under this Section 1 upon the affirmative vote or written consent of the holders of at least a majority of the shares of Preferred Stock then outstanding (voting together as a single class and not as separate series, and on an as-converted basis). For purposes of this subsection 1(a), "Dividend Rate" shall mean \$0.04 per annum for each share of Series A Preferred Stock and Series A-1 Preferred Stock, \$0.06 per annum for each share of Series B Preferred Stock and Series B-1 Preferred Stock, \$0.095 per annum for each share of Series C Preferred Stock and Series C-1 Preferred Stock, \$0.136 per annum for each share of Series D Preferred Stock and Series D-1 Preferred Stock, \$0.1541 per annum for each share of Series E Preferred Stock and Series E-1 Preferred

Stock and \$0.0371 per annum for each share of Series F Preferred Stock and Series F-1 Preferred Stock (each as appropriately adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, mergers or the like).

(b) After payment of such dividends, any additional dividends or distributions shall be distributed among all holders of Common Stock and Preferred Stock in proportion to the number of shares of Common Stock that would be held by each such holder if all shares of Preferred Stock were converted to Common Stock at the then effective conversion rate.

2. Liquidation Preference.

(a) In the event of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of Series F Preferred Stock and Series F-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this corporation to the holders of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, Series B-1 Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock, Series D Preferred Stock, Series D-1 Preferred Stock, Series E Preferred Stock, Series E-1 Preferred Stock and Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price of the Series F Preferred Stock or Series F-1 Preferred Stock (as defined below), plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the assets and funds available for distribution among the holders of the Series F Preferred Stock and Series F-1 Preferred Stock, shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of this corporation legally available for distribution shall be distributed ratably among the holders of the Series F Preferred Stock and Series F-1 Preferred Stock in proportion to the full preferential amount that each such holder would otherwise be entitled to receive under this subsection (a).

(b) Upon the completion of the distribution required by subsection (a) of this Section 2, the remaining assets of this corporation available for distribution to stockholders shall be distributed among the holders of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, Series B-1 Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock, Series D Preferred Stock, Series D-1 Preferred Stock, Series E Preferred Stock and Series E-1 Preferred Stock, prior and in preference to any distribution of any of the assets of this corporation to the holders of Common Stock by reason of their ownership thereof, until each such holder receives an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, Series B-1 Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock, Series D Preferred Stock, Series D-1 Preferred Stock, Series E Preferred Stock or Series E-1 Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the assets and funds available for distribution among the holders of the Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, Series B-1 Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock, Series D Preferred Stock, Series D-1 Preferred Stock, Series E Preferred Stock and Series E-1 Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the remaining assets and funds of this corporation legally available for distribution shall be distributed ratably among the holders of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred

Stock, Series B-1 Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock, Series D Preferred Stock, Series D-1 Preferred Stock, Series E Preferred Stock and Series E-1 Preferred Stock in proportion to the full preferential amount that each such holder would otherwise be entitled to receive under this subsection (b). For purposes of this Restated Certificate of Incorporation, "Original Issue Price" shall mean \$0.50 per share for each share of the Series A Preferred Stock and Series A-1 Preferred Stock, \$0.75 per share for each share of Series B Preferred Stock and Series B-1 Preferred Stock, \$1.18085 per share for each share of Series C Preferred Stock and Series C-1 Preferred Stock, \$1.6973 per share for each share of Series D Preferred Stock and Series D-1 Preferred Stock, \$1.9263 per share for each share of Series E Preferred Stock and Series E-1 Preferred Stock and \$0.464 per share for each share of Series F Preferred Stock and Series F-1 Preferred Stock (each as appropriately adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, mergers or the like with respect to such series of Preferred Stock).

(c) Upon the completion of the distributions required by subsections (a) and (b) of this Section 2, the remaining assets of this corporation available for distribution to stockholders shall be distributed among the holders of Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each (on an as-if converted basis for all such Preferred Stock) until, with respect to each series of Preferred Stock, the holders of such series of Preferred Stock shall have received the applicable Participation Cap (as defined below), including amounts paid pursuant to subsections (a) and (b) of this Section 2; thereafter, if assets remain in this corporation the holders of Common Stock of this corporation shall receive all of the remaining assets of this corporation pro rata based on the number of shares of Common Stock held by each. For purposes of this Restated Certificate of Incorporation, "Participation Cap" shall mean \$2.00 per share for each share of the Series A Preferred Stock and Series A-1 Preferred Stock then outstanding plus declared but unpaid dividends on each share, \$3.00 per share for each share of the Series B Preferred Stock and Series B-1 Preferred Stock then outstanding plus declared but unpaid dividends on each share, \$3.00 per share for each share of the Series C Preferred Stock and Series C-1 Preferred Stock then outstanding plus declared but unpaid dividends on each share, \$3.00 per share for each share of the Series D Preferred Stock and Series D-1 Preferred Stock then outstanding plus declared but unpaid dividends on each share, \$3.35 per share for each share of the Series E Preferred Stock and Series E-1 Preferred Stock and \$1.392 per share for each share of the Series F Preferred Stock and Series F-1 Preferred Stock (each as appropriately adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, mergers or the like with respect to each such series of Preferred Stock).

(d) Notwithstanding the above, for purposes of determining the amount each holder of shares of Preferred Stock is entitled to receive with respect to a Liquidation Event, each such holder of shares of a series of Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder's shares of such series into shares of Common Stock immediately prior to the Liquidation Event if, as a result of an actual conversion, such holder would receive, in the aggregate, an amount greater than the amount that would be distributed to such holder if such holder did not convert such series of Preferred Stock into shares of Common Stock. If any such holder shall be deemed to have converted shares of Preferred Stock into Common Stock pursuant to this paragraph, then such holder shall not be entitled to receive any distribution that would otherwise be made to holders of Preferred Stock

that have not converted (or have not been deemed to have converted) into shares of Common Stock.

(e) (i) For purposes of this Section 2, a "Liquidation Event" shall include (A) the closing of the sale, transfer or other disposition of all or substantially all of this corporation's assets, (B) the consummation of the merger or consolidation of this corporation with or into another entity (except a merger or consolidation in which the holders of capital stock of this corporation immediately prior to such merger or consolidation continue to hold at least 50% of the voting power of the capital stock of this corporation or the surviving or acquiring entity), (C) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of this corporation's securities), of this corporation's securities if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding voting stock of this corporation or (D) a liquidation, dissolution or winding up of this corporation; provided, however, that (i) a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of this corporation's incorporation, to create a holding company that will be owned in substantially the same proportions by the persons who held this corporation's securities immediately prior to such transaction and (ii) any transaction or series of transactions shall not constitute a Liquidation Event if the same is (are) consummated principally for bona fide equity financing purposes in which cash is received by this corporation or indebtedness of this corporation is cancelled or converted or a combination thereof. The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of a majority of the outstanding Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(ii) In any Liquidation Event, if the consideration available for distribution by this corporation is other than cash, its value will be deemed to be its fair market value as determined by this corporation's Board of Directors. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the twenty (20) trading day period ending three (3) trading days prior to the closing;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the twenty (20) trading day period ending three (3) trading days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by this corporation and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock (voting together as a single class and not as a separate series, and on an as-converted basis).

(B) 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 in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by this corporation and the holders of at least a majority of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class and not as a separate series, and on an as-converted basis).

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall be superseded by any determination of such value set forth in the definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this Section 2 are not complied with, this corporation shall forthwith either:

(A) cause such closing to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(e)(iv) hereof.

(iv) This corporation shall give each holder of record of Preferred Stock written notice of any Liquidation Event not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and this corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after this corporation has given the first notice provided for herein or sooner than ten (10) days after this corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened, and the notice requirements described in this subsection (iv) may be waived, upon the affirmative vote or written consent of the holders of Preferred Stock that (i) are entitled to such notice rights or similar notice rights and (ii) represent at least a majority of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class and not as a separate series, and on an as-converted basis).

3. Redemption. The Preferred Stock shall not be redeemable.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of this corporation or any transfer agent for such stock, into such number of fully paid and

nonassessable shares of Common Stock as is determined by dividing the applicable Original Issue Price for such series by the applicable Conversion Price for such series (the conversion rate for a series of Preferred Stock into Common Stock is referred to herein as the "Conversion Rate" for such series), determined as hereafter provided, in effect on the date the certificate representing the shares to be converted is surrendered for conversion. The initial Conversion Price per share for each series of Preferred Stock shall be the Original Issue Price applicable to such series; provided, however, that the Conversion Price for each series of Preferred Stock shall be subject to adjustment as set forth in subsection 4(d).

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) this corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 or Form SB-2 under the Securities Act of 1933, as amended, resulting in gross proceeds of at least \$20,000,000 in the aggregate and a price of at least \$0.928 per share (as adjusted for any stock splits, dividends, combinations, subdivisions, recapitalizations, or the like) (a "Qualified Public Offering") or (ii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis); *provided* that if such automatic conversion is in connection with a Liquidation Event in which the proceeds to which the holders of Series C Preferred Stock or Series C-1 Preferred Stock would be entitled pursuant to Section 2 hereof in respect of their shares of Series C Preferred Stock and Series C-1 Preferred Stock would be greater than the proceeds such holders would receive if all such shares of Series C Preferred Stock and Series C-1 Preferred Stock were converted to Common Stock, the Series C Preferred Stock and Series C-1 Preferred Stock shall not be so converted unless the holders of at least seventy percent (70%) of the outstanding shares of Series C Preferred Stock and Series C-1 Preferred Stock (voting together as a single class) shall have approved such conversion; *provided further* that, if such automatic conversion is in connection with a Liquidation Event in which the proceeds to which the holders of Series E Preferred Stock and Series E-1 Preferred Stock would be entitled pursuant to Section 2 hereof in respect of their shares of Series E Preferred Stock and Series E-1 Preferred Stock would be greater than the proceeds such holders would receive if all such shares of Series E Preferred Stock and Series E-1 Preferred Stock were converted to Common Stock, the Series E Preferred Stock and Series E-1 Preferred Stock shall not be so converted unless the holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of Series E Preferred Stock and Series E-1 Preferred Stock (voting together as a single class) shall have approved such conversion; and *provided further* that, if such automatic conversion is in connection with a Liquidation Event in which the proceeds to which the holders of Series F Preferred Stock and Series F-1 Preferred Stock would be entitled pursuant to Section 2 hereof in respect of their shares of Series F Preferred Stock and Series F-1 Preferred Stock would be greater than the proceeds such holders would receive if all such shares of Series F Preferred Stock and Series F-1 Preferred Stock were converted to Common Stock, the Series F Preferred Stock and Series F-1 Preferred Stock shall not be so converted unless the holders of a majority of the outstanding shares of Series F Preferred Stock and Series F-1 Preferred Stock (voting together as a single class) shall have approved such conversion.

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, he or she shall surrender

the certificate or certificates therefor, duly endorsed (or an affidavit of lost certificate(s) in the event of loss thereof), at the office of this corporation or of any transfer agent for the Preferred Stock, and shall give written notice to this corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This 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, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed the record holder or holders of such shares of Common Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with Automatic Conversion provisions of subsection 4(b)(ii) above, such conversion shall be deemed to have been made on the conversion date described in the stockholder consent approving such conversion, and the persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If this corporation shall issue, on or after the date upon which this Restated Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the "Filing Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price applicable to a series of Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by this corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this Section 4(d)(i)(A), the term "Common Stock Outstanding" shall mean and include the following: (1) outstanding Common Stock, (2) Common Stock issuable upon conversion of outstanding Preferred Stock, (3) Common Stock issuable upon exercise of outstanding stock options, and (4) Common Stock issuable upon exercise (and, in the case of warrants to purchase Preferred Stock, conversion) of outstanding warrants. Shares described in (1) through (4) above shall be included whether vested or unvested, whether contingent or non-contingent and whether exercisable or not yet exercisable.

(B) No adjustment of the Conversion Price of any particular series of Preferred Stock shall be made in an amount less than one cent per share, provided that any adjustments that are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three (3) years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three (3) years from the date of the event giving rise to the adjustment being carried forward, whether or not made in connection with another adjustment event. Except to the limited extent provided for in subsections (E)(3) and (E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price of a particular series of Preferred Stock above the Conversion Price in effect for such series of Preferred Stock immediately prior to such adjustment.

(C) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by this corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors of the corporation, irrespective of any accounting treatment.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of this subsection 4(d)(i) and subsection 4(d)(ii):

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)), if any, received by this corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by this corporation for any such securities and related options or rights (excluding any cash received on

account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by this corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to this corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subsections 4(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(E)(3) or (4).

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by this corporation on or after the Filing Date other than:

(A) Common Stock issued pursuant to a transaction described in subsection 4(d)(iii) hereof;

(B) Shares of Common Stock issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by this corporation's Board of Directors;

(C) Common Stock issued pursuant to a Qualified Public Offering;

(D) Common Stock issued pursuant to the conversion or exercise of convertible or exercisable securities outstanding on the Filing Date (including outstanding shares of Preferred Stock);

(E) Common Stock issued as a dividend or distribution in respect of the Preferred Stock;

(F) Common Stock issued as acquisition consideration in connection with a bona fide business acquisition of or by this corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, in each case where approved by this corporation's Board of Directors, or in connection with a corporate partnering transaction as approved by this corporation's Board of Directors;

(G) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of a decrease in the Conversion Price of any series of Preferred Stock resulting from the operation of this Section 4(d);

(H) Common Stock issued to vendors, customers or strategic partners or to other persons in similar commercial situations or to a lender or lessor in connection with obtaining lease financing, provided that in each case such issuances are for other than primarily equity financing purposes and are approved by this corporation's Board of Directors; and

(I) Common Stock issued or issuable upon conversion of the Series A-1 Preferred Stock, Series B-1 Preferred Stock, Series C-1 Preferred Stock, Series D-1 Preferred Stock, Series E-1 Preferred Stock and Series F-1 Preferred Stock issued in connection with a Mandatory Offering.

For avoidance of doubt, "Additional Stock" shall include the Series F Preferred Stock, but not the Common Stock issued upon conversion thereof.

(iii) In the event this corporation should at any time or from time to time after the Filing 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 other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of each series of Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate number of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subsection 4(d)(i)(E).

(iv) If the number of shares of Common Stock outstanding at any time after the Filing Date is decreased by a combination (whether by merger or otherwise) of the outstanding shares of Common Stock, then, following the record date of such combination, the

Conversion Price for each series of Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) Subsequent Dilutive Issuance. In the event that this corporation issues or sells, or is deemed to have issued or sold, shares of Additional Stock in a qualifying dilutive issuance pursuant to the provisions of this Section 4 (the "First Dilutive Issuance"), then in the event that this corporation issues or sells, or is deemed to have issued or sold, shares of Additional Stock in a subsequent qualifying dilutive issuance other than the First Dilutive Issuance (a "Subsequent Dilutive Issuance") pursuant to the same instruments as the First Dilutive Issuance, then and in each such case upon a Subsequent Dilutive Issuance the applicable Conversion Price for each series of Preferred Stock shall be reduced to the applicable Conversion Price that would have been in effect had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(f) Other Distributions. In the event this corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(f), the holders of the 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 this 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 this corporation entitled to receive such distribution.

(g) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (whether by merger or otherwise, other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or Section 2) provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of this corporation or otherwise, to which a holder of Common Stock deliverable upon 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 the Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(h) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Preferred Stock and the aggregate number of shares of Common Stock to be issued to particular stockholders, shall be rounded down to the nearest whole share and the corporation shall pay in cash the fair value of any fractional shares as of the time when entitled to receive such fractions are determined.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Preferred Stock pursuant to this Section 4, this corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This 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 Conversion Price for such series of Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Preferred Stock.

(i) Payment of Taxes. This corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Preferred Stock, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered.

(j) Notices of Record Date. In the event of any taking by this 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, this corporation shall mail to each holder of Preferred Stock, at least ten (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, and the amount and character of such dividend or distribution.

(k) Reservation of Stock Issuable Upon Conversion. This 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 the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, this corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate of Incorporation.

(l) 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 if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of this corporation.

(m) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any series of Preferred Stock may be waived, either prospectively or retroactively or in a particular instance,

by the consent or vote of the holders of at least seventy percent (70%) of the outstanding shares of Preferred Stock of such series (voting as a separate series). Any such waiver shall bind all future holders of shares of such series of Preferred Stock.

(n) Special Mandatory Conversion.

(i) In the event:

(A) this corporation consummates a financing that results in the sale of any shares of, or securities convertible into or exchangeable or exercisable for any shares of, its capital stock;

(B) the Board of Directors of this corporation determines (with interested directors able to vote for purposes of this provision) in good faith that it is in the best interests of this corporation for all holders of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and/or Series F Preferred Stock of this corporation and securities exercisable, convertible or exchangeable for such shares (all such holders, the "Mandatory Participants") to participate in such financing (in which case such financing will be deemed a "Mandatory Offering") and determines in good faith the aggregate dollar amount of all or any portion of such Mandatory Offering to be invested by the Mandatory Participants (such aggregate amount, the "Mandatory Investment Amount"), which amount may be more than or less than any particular holder's right to participate in the financing pursuant to any contractual right of first offer or similar right;

(C) this corporation delivers a notice (a "Notice of Mandatory Offering") to each Mandatory Participant (i) stating the Company's bona fide intention to consummate such Mandatory Offering, (ii) indicating the number of securities to be offered to Mandatory Participants, (iii) indicating the price and terms upon which the Company proposes to offer such securities, (iv) identifying the Mandatory Investment Amount, (v) identifying each Mandatory Participant's Pro Rata Share (as defined below) of the Mandatory Investment Amount, and (vi) offering each Mandatory Participant the right to purchase such Mandatory Participant's Pro Rata Share of the Mandatory Investment Amount within the time periods set forth in the Notice of Mandatory Offering; and

(D) one or more Mandatory Participants fail to purchase (directly or through an affiliate of such Mandatory Participant) at least such Mandatory Participant's Pro Rata Share of the Mandatory Investment Amount within the time periods set forth in the Notice of Mandatory Offering;

then all shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall automatically be converted immediately following the consummation of the Mandatory Offering into shares of Common Stock at the Conversion Price at the time in effect for such series of Preferred Stock immediately prior to the consummation of the Mandatory Offering (such conversion referred to herein as a "Mandatory Offering Conversion"). For purposes of this subsection (n), each Mandatory Participant's Pro Rata Share of the Mandatory Investment Amount shall be an amount determined by multiplying the Mandatory Investment Amount by a

fraction, the numerator of which is the aggregate Original Issue Price of all the shares of Preferred Stock held by such Mandatory Participant (including the Original Issue Price of any such shares of Preferred Stock issuable upon conversion or exercise of any convertible or exercisable securities held by such Mandatory Participant) bears to the total Original Issue Price of all shares of Preferred Stock then outstanding (including the Original Issue Price of any shares of Preferred Stock issuable upon conversion or exercise of any convertible or exercisable securities).

(ii) The holder of any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock converted pursuant to this subsection (n) shall deliver to this corporation during regular business hours at the office of any transfer agent of this corporation for the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock, or at such other place as may be designated by this corporation, the certificate or certificates for the shares so converted, duly endorsed or assigned in blank or to this corporation. As promptly as practicable thereafter, this corporation shall issue and deliver to such holder, at the place designated by such holder, a certificate or certificates for the number of full shares of the Common Stock to be issued and such holder shall be deemed to have become a stockholder of record of Common Stock on the closing date of the Mandatory Offering, unless the transfer books of this corporation are closed on that date, in which event such holder shall be deemed to have become a stockholder of record of Common Stock on the next succeeding date on which the transfer books are open. From and after the closing date of the Mandatory Offering, the certificate or certificates representing shares of Preferred Stock converted pursuant to this subsection (n) shall represent the shares of Common Stock into which such shares of Preferred Stock were converted.

5. Voting Rights.

(a) General Voting Rights. The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of this corporation, and except as provided in subsection 5(b) below with respect to the election of directors by the separate class vote of the holders of Common Stock, shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. 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 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Voting for the Election of Directors.

(i) At any time in which at least 9,000,000 shares of Series A Preferred Stock and Series A-1 Preferred Stock are outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, mergers or the like with respect to such series of Preferred Stock), the holders of such shares of Series A Preferred Stock and Series

A-1 Preferred Stock shall be entitled to elect two (2) directors of this corporation at any election of directors and to remove from office such directors.

(ii) At any time in which at least 12,000,000 shares of Series B Preferred Stock and Series B-1 Preferred Stock are outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, mergers or the like with respect to such series of Preferred Stock), the holders of such shares of Series B Preferred Stock and Series B-1 Preferred Stock shall be entitled to elect one (1) director of this corporation at any election of directors and to remove from office such director.

(iii) At any time in which at least 8,500,000 shares of Series C Preferred Stock and Series C-1 Preferred Stock are outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, mergers or the like with respect to such series of Preferred Stock), the holders of such shares of Series C Preferred Stock and Series C-1 Preferred Stock shall be entitled to elect one (1) director of this corporation at any election of directors and to remove from office such director.

(iv) At any time in which at least 8,500,000 shares of Series D Preferred Stock and Series D-1 Preferred Stock are outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, mergers or the like with respect to such series of Preferred Stock), the holders of such shares of Series D Preferred Stock and Series D-1 Preferred Stock shall be entitled to elect one (1) director of this corporation at any election of directors and to remove from office such director.

(v) The holders of outstanding Common Stock shall be entitled to elect one (1) director of this corporation at any election of directors and to remove from office such director.

(vi) The holders of Preferred Stock and Common Stock (voting together as a single class and not as separate series, and on an as-converted basis) shall be entitled to elect any remaining directors of this corporation at any election of directors, and to remove from office such directors.

Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the General Corporation Law, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of the Restated Certificate of Incorporation, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class or series of stock, the holders of shares of such class or series may override the Board's action to fill such vacancy by (i) voting for their own designee to fill such vacancy at a meeting of this corporation's stockholders or (ii) written consent, if the consenting stockholders hold a sufficient number of shares to elect their designee at a meeting of the stockholders.

6. Protective Provisions.

(a) At any time in which at least 15,000,000 shares of the Preferred Stock remain outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, mergers or the like with respect to each series of Preferred Stock), this corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Preferred Stock (voting together as a single class):

- (i) consummate a Liquidation Event;
- (ii) alter or change the rights, preferences or privileges of the shares of Preferred Stock so as to affect adversely such shares with respect to dividends, liquidation, conversion, or voting rights;
- (iii) increase or decrease the total number of authorized shares of Common Stock or Preferred Stock;
- (iv) authorize or designate, whether by reclassification or otherwise, any equity security (including any other security convertible into or exercisable for any such equity security) having a preference over, or being on a parity with, any series of Preferred Stock, other than the issuance of any authorized but unissued shares of Preferred Stock designated in this Restated Certificate of Incorporation (including any security convertible into or exercisable for such shares of Preferred Stock);
- (v) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to (i) the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which this corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment, or pursuant to a right of first refusal or (ii) the acquisition of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock in connection with a Mandatory Offering.
- (vi) amend or waive any provision in this corporation's Certificate of Incorporation or Bylaws;
- (vii) change the authorized number of directors of this corporation; or
- (viii) take any action that results in the payment or declaration of any dividend on any shares of Common or Preferred Stock.

(b) At any time in which at least 12,000,000 shares of the Series B Preferred Stock and Series B-1 Preferred Stock remain outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, or the like with respect to such series of Preferred Stock), this corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the

holders of at least a majority of the then outstanding shares of Series B Preferred Stock and Series B-1 Preferred Stock (voting together as a single class):

(i) alter or change the rights, preferences or privileges of the shares of Series B Preferred Stock or Series B-1 Preferred Stock so as to affect adversely the shares with respect to dividends, liquidation, conversion, or voting rights; or

(ii) amend this corporation's Certificate of Incorporation or Bylaws so as to affect adversely the rights, preferences or privileges of the Series B Preferred Stock or Series B-1 Preferred Stock in a manner different from that of another series of Preferred Stock.

(c) At any time in which at least 8,500,000 shares of the Series C Preferred Stock and Series C-1 Preferred Stock remain outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, or the like with respect to such series of Preferred Stock), this corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least seventy percent (70%) of the then outstanding shares of Series C Preferred Stock and Series C-1 Preferred Stock (voting together as a single class):

(i) increase the total number of authorized shares of Series C Preferred Stock or Series C-1 Preferred Stock; or

(ii) materially and adversely modify any right, preference or privilege of the Series C Preferred Stock or Series C-1 Preferred Stock other than with respect to liquidation or the voting rights in Section 5 hereof; or

(iii) amend this corporation's Certificate of Incorporation or Bylaws so as to affect adversely the rights, preferences or privileges of the Series C Preferred Stock or Series C-1 Preferred Stock in a manner different from that of another series of Preferred Stock.

(d) At any time in which at least 8,500,000 shares of the Series D Preferred Stock and Series D-1 Preferred Stock remain outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, or the like with respect to such series of Preferred Stock), this corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the then outstanding shares of Series D Preferred Stock and Series D-1 Preferred Stock (voting together as a single class):

(i) increase the total number of authorized shares of Series D Preferred Stock or Series D-1 Preferred Stock;

(ii) materially and adversely modify any right, preference or privilege of the Series D Preferred Stock or Series D-1 Preferred Stock other than with respect to liquidation or the voting rights in Section 5 hereof; or

(iii) amend this corporation's Certificate of Incorporation or Bylaws so as to affect adversely the rights, preferences or privileges of the Series D Preferred Stock or Series D-1 Preferred Stock in a manner different from that of another series of Preferred Stock.

(e) At any time in which at least 8,000,000 shares of the Series E Preferred Stock and Series E-1 Preferred Stock remain outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, or the like with respect to such series of Preferred Stock), this corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the then outstanding shares of Series E Preferred Stock and Series E-1 Preferred Stock (voting together as a single class):

(i) materially and adversely modify any right, preference or privilege of the Series E Preferred Stock or Series E-1 Preferred Stock in a manner different from that of another series of Preferred Stock;

(ii) increase the total number of authorized shares of Series E Preferred Stock or Series E-1 Preferred Stock; or

(iii) amend this corporation's Certificate of Incorporation or Bylaws so as to affect adversely the rights, preferences or privileges of the Series E Preferred Stock or Series E-1 Preferred Stock in a manner different from that of another series of Preferred Stock.

(f) At any time in which at least 60,000,000 shares of the Series F Preferred Stock and Series F-1 Preferred Stock remain outstanding (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations, or the like with respect to such series of Preferred Stock), this corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of a majority of the then outstanding shares of Series F Preferred Stock and Series F-1 Preferred Stock (voting together as a single class):

(i) materially and adversely modify any right, preference or privilege of the Series F Preferred Stock or Series F-1 Preferred Stock in a manner different from that of another series of Preferred Stock;

(ii) increase the total number of authorized shares of Series F Preferred Stock or Series F-1 Preferred Stock; or

(iii) amend this corporation's Certificate of Incorporation or Bylaws so as to affect adversely the rights, preferences or privileges of the Series F Preferred Stock or Series F-1 Preferred Stock in a manner different from that of another series of Preferred Stock.

7. 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 this corporation. The Restated Certificate of Incorporation of this corporation shall be appropriately amended to effect the corresponding reduction in this corporation's authorized capital stock.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

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, as and if declared by this corporation's Board of Directors, out of any assets of this corporation legally available therefor, such dividends as may be declared from time to time by this corporation's Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this corporation, the assets of this corporation shall be distributed as provided in Section 2 of Article IV(B) hereof.

3. Redemption. The Common Stock is not redeemable at the option of the holder.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this 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 plus such number of shares as are then issuable upon conversion of any convertible Preferred Stock or upon exercise of any outstanding options or warrants) by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote (voting together as a single class on an as-converted basis), irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

ARTICLE V

Except as otherwise provided in this Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, this corporation's Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this corporation.

ARTICLE VI

Except as otherwise provided in this Restated Certificate of Incorporation, the number of directors of this corporation shall be determined in the manner set forth in the Bylaws of this corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of this corporation may provide. The books of this corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places

as may be designated from time to time by the Board of Directors or in the Bylaws of this corporation.

ARTICLE IX

A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE X

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

ARTICLE XI

To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of (and advancement of expenses to) agents of this corporation (and any other persons to which General Corporation Law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ARTICLE XII

In connection with repurchases by this corporation of its Common Stock from employees, officers, directors, advisors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which the corporation has the option to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment, Sections 502 and 503 of the California Corporations Code shall not apply in all or in part with respect to such repurchases.

ARTICLE XIII

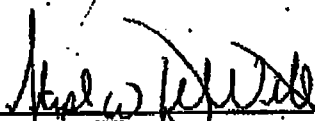
In the event that a director of this corporation who is also a partner or employee of an entity that is a holder of Preferred Stock and that is in the business of investing and reinvesting in other entities (each, a "Fund") acquires knowledge of a potential transaction or matter in such person's capacity as a partner or employee of the Fund and that may be a corporate opportunity for both this corporation and such Fund (a "Corporate Opportunity"), then (i) such Corporate Opportunity shall belong to such Fund, (ii) such director shall, to the fullest extent permitted by law, have fully satisfied and fulfilled his fiduciary duty to this corporation and its stockholders with respect to such Corporate Opportunity, and (iii) this corporation, to the fullest extent permitted by law, waives any claim that such Corporate Opportunity constituted a corporate opportunity that should have been presented to this corporation or any of its affiliates, provided, however, that such director acts in good faith and such opportunity was not offered to such person in his or her capacity as a director of this corporation.

* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That said Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been
executed by a duly authorized officer of this corporation on this 17th day of August, 2007.



Stephen DeWitt
Chief Executive Officer