

**CERTIFICATE OF AMENDMENT
OF
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AOPTIX TECHNOLOGIES, INC.
A Delaware corporation**

AOptix Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the name of the Corporation is AOptix Technologies, Inc. and the date of filing of the original Certificate of Incorporation of this Corporation with the Secretary of State of the State of Delaware is March 13, 2000 under the original name Zyoptics, Inc.

SECOND: That Section 1(a)(viii) of Article IV of the Corporation's Fourth Amended and Restated Certificate of Incorporation is hereby amended to read in full as follows:

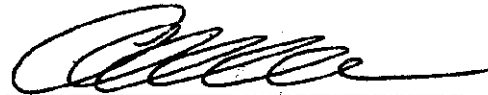
"(viii) in connection with acquisition transactions, to financial institutions or lessors in connection with commercial credit arrangements or equipment financings, in connection with strategic partnering arrangements and the like and to persons or entities with which the Company has bona fide business relationships, which issuances are approved by the Company's Board of Directors and are primarily for purposes other than equity financing and which are cumulatively not more than 425,000 shares (as appropriately adjusted for any subsequent stock splits, stock dividends, recapitalizations and the like);"

THIRD: That the foregoing amendment of the Fourth Amended and Restated Certificate of Incorporation has been duly approved by the board of directors of the Corporation.

FOURTH: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and said written consent was filed with the Corporation.

FIFTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, AOPTIX TECHNOLOGIES, INC. has caused this Certificate of Amendment of Fourth Amended and Restated Certificate of Incorporation to be signed by its Chairman and Chief Executive Officer this 18 day of July 2003.



Anthony Mazarella
Chairman and Chief Executive Officer