

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ALPHION CORPORATION**

Alphion Corporation (the "Corporation"), a Delaware corporation, hereby certifies as follows:

1. The name of the Corporation is Alphion Corporation (formerly Optosphere, Inc.). The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of Delaware was July 7, 2000.

2. This Amended and Restated Certificate of Incorporation (the "Restated Certificate of Incorporation") amends, restates and integrates the provisions of the Restated Certificate of Incorporation, as heretofore amended or supplemented, of said Corporation and has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware pursuant to a resolution adopted by the Board of Directors of the Corporation, and pursuant to the written consent of holders of (a) at least a majority of the outstanding shares of the Common Stock of the Corporation and (b) shares of Series A Convertible Preferred Stock, Series A-1 Convertible Preferred Stock and Series B Convertible Preferred Stock of the Corporation having a majority of the voting power of the outstanding shares of Series A Convertible Preferred Stock, Series A-1 Convertible Preferred Stock and Series B Convertible Preferred Stock, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. The text of the Restated Certificate of Incorporation, as heretofore amended or supplemented, is hereby amended and restated in its entirety as follows:

FIRST: The name of the Corporation is Alphion Corporation.

SECOND: The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle and the name of the registered agent of the Corporation in the State of Delaware is the Corporation Service Company.

THIRD: The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of capital stock which the Corporation has the authority to issue is 42,349,312 shares, consisting of 24,955,754 shares of Common Stock, par value \$.0001 per share (the "Common Stock"), and 17,393,558 shares of Preferred Stock, par value \$.0001 per share (the "Preferred Stock"), 87,634 of which are designated as Series A Convertible Preferred Stock, par value \$.0001 per share (the "Series A Preferred"), 1,134,385 of which are designated as Series A-1 Convertible Preferred Stock, par value \$.0001 per share (the "Series A-1 Preferred"), 8,611,652 of which are designated as Series B Convertible Preferred Stock, par value \$.0001 per share (the "Series B Preferred"), and 7,559,887 of which are designated as Series C Convertible Preferred Stock, par value \$.0001 per share (the "Series C Preferred").

*State of Delaware
Secretary of State
Division of Corporations
Delivered 12:26 PM 01/05/2007
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The following is a statement of the relative powers, designations, preferences, special rights, privileges, qualifications, limitations, restrictions and other matters pertaining to the Common Stock, the Preferred Stock, the Series A Preferred, the Series A-1 Preferred, the Series B Preferred and the Series C Preferred. All cross references in this Article FOURTH refer to other sections or subsections in this Article FOURTH unless otherwise indicated.

A. Common Stock.

1. General. All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges. The voting, dividend, liquidation and other rights of the holders of the Common Stock are subject to, and qualified by, the rights of the holders of the Preferred Stock, if any.

2. Voting. The holders of Common Stock will be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders, except as otherwise required by law. Except as provided by law or this Restated Certificate of Incorporation, holders of Common Stock shall vote together as a single class on all matters with the holders of Preferred Stock. There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor if, as and when determined by the Board of Directors of the Corporation (the "Board of Directors") in its sole discretion, subject to provisions of law, any provision of this Restated Certificate of Incorporation, and the relative rights and preferences of any shares of Preferred Stock authorized and issued hereunder.

4. Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the holders of the Common Stock shall be entitled, subject to the rights and preferences, if any, of any holders of shares of Preferred Stock authorized and issued hereunder, to share, ratably in proportion to the number of shares of Common Stock held by them, in the remaining assets of the Corporation available for distribution to its stockholders.

B. Series A Preferred, Series A-1 Preferred, Series B Preferred and Series C Preferred.

1. Dividends. Subject to the provisions of law and this Restated Certificate of Incorporation, dividends on the shares of Series A Preferred, Series A-1 Preferred, Series B Preferred and Series C Preferred shall be payable only when, as and if declared by the Corporation's Board of Directors and shall be non-cumulative. No dividend will accrue on the Preferred Stock unless declared by the Board of Directors of the Corporation. If the Board of Directors of the Corporation shall declare a dividend payable upon the then outstanding shares of the Series A Preferred and/or Series A-1 Preferred (other than in connection with the declaration of a dividend on the Common Stock, which situation is addressed in the following sentence), the Board of Directors shall declare at the same time a dividend upon each outstanding share of the Series B Preferred and the Series C Preferred, payable at the same time as the dividend paid on the Series A Preferred and/or Series A-1 Preferred, in an amount per share of the Series B Preferred equal to the amount payable on each share of the Series A Preferred and/or Series A-1 Preferred and in an amount per share of the Series C Preferred equal to the amount payable on each share of the Series A Preferred and/or Series A-1 Preferred; if the Board of Directors of the Corporation shall declare a dividend payable upon the then outstanding shares of the Series B Preferred (other than in connection with the declaration of a dividend on the Common Stock, which situation is addressed in the following sentence), the Board of Directors shall declare at the same time a dividend upon each outstanding

share of the Series C Preferred, payable at the same time as the dividend paid on the Series B Preferred, in an amount per share of the Series C Preferred equal to the amount payable on each share of the Series B Preferred. If the Board of Directors of the Corporation shall declare a dividend (other than a stock dividend payable solely in Common Stock) payable upon the then outstanding shares of the Common Stock, the Board of Directors shall declare at the same time (i) a dividend upon each outstanding share of the Series A Preferred, payable at the same time as the dividend paid on the Common Stock, in an amount per share of the Series A Preferred equal to the amount payable on the shares of the Common Stock into which each share of the Series A Preferred could then be converted, (ii) a dividend upon each outstanding share of the Series A-1 Preferred, payable at the same time as the dividend paid on the Common Stock, in an amount per share of the Series A-1 Preferred equal to the amount payable on the shares of the Common Stock into which each share of the Series A-1 Preferred could then be converted, (iii) a dividend upon each outstanding share of the Series B Preferred, payable at the same time as the dividend paid on the Common Stock, in an amount per share of the Series B Preferred equal to the amount payable on the shares of the Common Stock into which each share of the Series B Preferred would then be converted and (iv) a dividend upon each outstanding share of the Series C Preferred, payable at the same time as the dividend paid on the Common Stock, in an amount per share of the Series C Preferred equal to the amount payable on the shares of the Common Stock into which each share of the Series C Preferred would then be converted. No dividend shall be payable on the shares of Series A Preferred, Series A-1 Preferred, Series B Preferred or Common Stock unless an equivalent per share dividend is payable on the shares of Series C Preferred on the same date fixed for payment of any such dividend on the Series A Preferred, Series A-1 Preferred, Series B Preferred or Common Stock. No dividend shall be payable on the shares of Series A Preferred, Series A-1 Preferred or Common Stock unless an equivalent per share dividend is payable on the shares of Series B Preferred on the same date fixed for payment of any such dividend on the Series A Preferred, Series A-1 Preferred or Common Stock. No dividend shall be payable on the shares of Series A Preferred unless an equivalent per share dividend is payable on the shares of Series A-1 Preferred on the same date fixed for payment of the corresponding dividend on the Series A Preferred. No dividend shall be payable on the shares of Series A-1 Preferred unless an equivalent per share dividend is payable on the shares of Series A Preferred on the same date fixed for payment of the corresponding dividend on the Series A-1 Preferred.

2. Liquidation, Dissolution or Winding-Up.

(a) In the event of any liquidation, dissolution or winding-up of the Corporation (a "Liquidation Event"), whether voluntary or involuntary, the holders of shares of the Series C Preferred then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after payment or provision for payment of all debts and liabilities of the Corporation), before any payment shall be made to the holders of the Series A-1 Preferred, Series A Preferred, Series B Preferred or Common Stock by reason of their ownership thereof, an amount equal to the Series C Original Issue Price (subject to equitable adjustment in the event of any stock dividend, stock split, combination, reorganization, recapitalization, reclassification, or other similar event affecting the shares of Series C Preferred effected subsequent to the filing of this Restated Certificate of Incorporation (the "Effective Time")) plus any declared but unpaid dividends. For all purposes of this Restated Certificate of Incorporation, the "Series C Original Issue Price" shall mean \$1.8293 per share of Series C Preferred; provided, however, that if any shares of Series C Preferred are issued and sold after the date hereof in one or more issuances at a

price per share less than \$1.8293, then the Original Series C Issue Price shall be reduced to equal the lowest price per share of Series C Preferred sold in all issuances of Series C Preferred subsequent to the date on which the Series C Preferred are first issued.

(b) If upon such Liquidation Event, the assets to be distributed to the Corporation's stockholders are insufficient to permit the payment in full to the holders of the Series C Preferred of all amounts distributable to them under Section B2(a) hereof, then the entire assets of the Corporation available for such distribution shall be distributed ratably among the holders of the Series C Preferred in proportion to the amount of such stock owned by each such holder.

(c) After the payment to the holders of the Series C Preferred of the full preferential amount distributable to such holders under Section B2(a) hereof, if the assets available for distribution to the Corporation's stockholders (after payment or provision for payment of all debts and liabilities of the Corporation) exceed the amount distributable to the holders of the Series C Preferred under Section B2(a) hereof, the holders of shares of the Series B Preferred then outstanding shall be entitled to be paid out of such excess amount (such excess amount, the "Series B Excess Amount"), if any, before any payment shall be made to the holders of the Series A-1 Preferred, Series A Preferred or Common Stock by reason of their ownership thereof, an amount equal to the Series B Original Issue Price (subject to equitable adjustment in the event of any stock dividend, stock split, combination, reorganization, recapitalization, reclassification, or other similar event affecting the shares of Series B Preferred effected subsequent to the Effective Time) plus any declared but unpaid dividends. For all purposes of this Restated Certificate of Incorporation, the "Series B Original Issue Price" shall mean \$1.4124 per share of Series B Preferred; provided, however, that if any Series B Preferred are issued and sold after the date on which the Series B Preferred are first issued in one or more issuances at a price per share less than \$1.4124, then the Original Series B Issue Price shall be reduced to equal the lowest price per share of Series B Preferred sold in all issuances of Series B Preferred subsequent to the date on which the Series B Preferred are first issued.

(d) If upon such Liquidation Event, the Series B Excess Amount is insufficient to permit the payment in full to the holders of the Series B Preferred of all amounts distributable to them under Section B2(c) hereof, then the entire Series B Excess Amount shall be distributed ratably among the holders of the Series B Preferred in proportion to the amount of such stock owned by each such holder.

(e) After the payment to the holders of the Series C Preferred and Series B Preferred of the full preferential amount distributable to such holders under Sections B2(a) hereof and B2(c) hereof, if the assets available for distribution to the Corporation's stockholders (after payment or provision for payment of all debts and liabilities of the Corporation) exceed the amount distributable to the holders of the Series C Preferred under Section B2(a) hereof and the amount distributable to the holders of the Series B Preferred under Section B2(c) hereof, the holders of shares of the Series A-1 Preferred then outstanding shall be entitled to be paid out of such excess amount (such excess amount, the "Series A-1 Excess Amount"), if any, before any payment shall be made to the holders of the Series A Preferred or Common Stock by reason of their ownership thereof, an amount equal to \$6.8057 per share (subject to equitable adjustment in the event of any stock dividend, stock split, combination, reorganization, recapitalization, reclassification, or other similar event affecting the shares of Series A-1 Preferred effected subsequent to the Effective Time) plus any declared but unpaid dividends.

(f) If upon such Liquidation Event, the Series A-1 Excess Amount is insufficient to permit the payment in full to the holders of the Series A-1 Preferred of all amounts distributable to them under Section B2(e) hereof, then the entire Series A-1 Excess Amount shall be distributed ratably among the holders of the Series A-1 Preferred in proportion to the amount of such stock owned by each such holder.

(g) After the payment to the holders of the Series C Preferred, Series B Preferred and Series A-1 Preferred of their full respective preferential amounts distributable to such holders under Sections B2(a), (c) and (e) hereof, if the assets available for distribution to the Corporation's stockholders (after payment or provision for payment of all debts and liabilities of the Corporation) exceed the amount distributable to the holders of the Series C Preferred under Section B2(a) hereof, the amount distributable to the holders of the Series B Preferred under Section B2(c) hereof and the amount distributable to the holders of the Series A-1 Preferred under Section B2(e) hereof, the holders of shares of the Series A Preferred then outstanding shall be entitled to be paid out of such excess amount (such excess amount, the "Series A Excess Amount"), if any, before any payment shall be made to the holders of the Common Stock by reason of their ownership thereof, an amount equal to \$26.8161 per share (subject to equitable adjustment in the event of any stock dividend, stock split, combination, reorganization, recapitalization, reclassification, or other similar event affecting the shares of Series A Preferred effected subsequent to the Effective Time) plus any declared but unpaid dividends.

(h) If upon such Liquidation Event, the Series A Excess Amount is insufficient to permit the payment in full to the holders of the Series A Preferred of all amounts distributable to them under Section B2(g) hereof, then the entire remaining Series A Excess Amount shall be distributed ratably among the holders of the Series A Preferred in proportion to the amount of such stock owned by each such holder.

(i) After payment has been made in full pursuant to Sections B2(a), B2(c), B2(e) and B2(g) above, the remaining assets available for distribution (after payment or provision for payment of all debts and liabilities of the Corporation) shall be distributed pro rata (on an as-if converted basis) to the holders of Common Stock, Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred, based on the number of shares of Common Stock held by each such holder and the number of shares of Common Stock into which such holder's shares of Series C Preferred, Series B Preferred, Series A-1 Preferred or Series A Preferred are then convertible.

(j) A "Liquidation Event" shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation with or into any other entity) that results in the holders of the outstanding voting securities of the Corporation as constituted immediately prior to such transaction, holding less than fifty percent (50%) of the outstanding voting securities of the Corporation or the surviving or acquiring entity immediately following such transaction; or (ii) the sale, license, lease, assignment, transfer or other conveyance of all or substantially all of the assets of the Corporation in a single transaction or a series of related transactions, and in the case of either (i) or (ii) shall entitle the holders of Preferred Stock to receive at the closing (or such later date as the holders of at least a majority of the outstanding Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred, voting together as a single class on an as converted basis, shall determine) in cash, securities or other property (valued as provided in Section B2(k) below) amounts as specified in Sections B2(a) through B2(i), inclusive, above. The provisions of this Section B2(j) shall not apply to any reorganization, merger or

consolidation involving (1) only a change in the state of incorporation of the Corporation or (2) a merger of the Corporation with or into a wholly owned subsidiary of the Corporation that is incorporated in the United States of America.

(k) Distributions Other than Cash. Whenever the distribution provided for in this Section B2 shall be payable in property other than cash, the value of such distribution shall be the fair market value as follows:

(i) If traded on a securities exchange or quoted on the Nasdaq Global Market, the Nasdaq National Market or the Nasdaq SmallCap Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the thirty (30) calendar day period ending three (3) calendar days prior to, but not including, the closing;

(ii) If actively (as determined in good faith by the Board of Directors) traded over-the-counter but not on the Nasdaq Global Market, the Nasdaq National Market or the Nasdaq SmallCap Market, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) calendar day period ending three (3) calendar days prior to, but not including, the closing;

(iii) If Subsections B2(k)(i) and B2(k)(ii) do not apply, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors with the concurrence of the member of the Board of Directors elected by the Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred; and

(iv) The value of any securities that are subject to restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall include an appropriate discount from the market value determined pursuant to Subsections B(2)(k)(i) or B(2)(k)(ii) above to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors with the concurrence of the member of the Board of Directors elected by the Series C Preferred, Series B Preferred, Series A-1 Preferred, and Series A Preferred.

3. Voting.

(a) Voting Rights. Except as otherwise required by law, or as provided in Section B8 hereof, each holder of shares of the Series C Preferred, the Series B Preferred, the Series A-1 Preferred and the Series A Preferred shall be entitled to notice of any stockholders' meeting, to vote on all matters on which the Common Stock may be voted and shall be entitled to a number of votes equal to the number of whole shares of Common Stock into which such holder's shares of Preferred Stock are then convertible (as adjusted from time to time in the manner set forth herein). Fractional votes shall not, however, be permitted and any fractional votes resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted), shall be disregarded. Except as otherwise required by law or as expressly provided in this Restated Certificate of Incorporation, the holders of shares of the Series C Preferred, the Series B Preferred, the Series A-1 Preferred and the Series A Preferred shall vote together with the Common Stock as a single class on all matters submitted to stockholders for a vote.

(b) Election of Directors. The holders of at least a majority of the Series C Preferred, the Series B Preferred, the Series A-1 Preferred and the Series A Preferred outstanding, voting together as a single class, shall be entitled to elect one (1) director. The holders of at least a majority of the Common Stock outstanding, voting separately as a single class, shall be entitled to elect two (2) directors. The remaining members of the Board of Directors shall be elected by the holders of at least a majority of the Common Stock and the Preferred Stock outstanding, voting together as a single class on an as-converted basis. There shall be no cumulative voting.

4. Conversion of Preferred Stock. The holders of Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert; Conversion Price. Each share of Series C Preferred shall be convertible, without the payment of any additional consideration by the holder thereof and at the option of the holder thereof, at any time and from time to time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Preferred Stock, into such number of fully paid and non-assessable shares of the Common Stock as is determined by dividing the Series C Original Issue Price (as subject to further adjustment pursuant to Section B2(a)) by the Series C Conversion Price determined as hereinafter provided, in effect at the time of conversion. The Series C Conversion Price, for purposes of calculating the number of shares of Common Stock deliverable upon conversion of the Series C Preferred, shall initially be equal to the Series C Original Issue Price, as subject to further adjustment pursuant to both Section B2(a) and the provisions of Section B4(e), as applicable. Each share of Series B Preferred, Series A-1 Preferred and Series A Preferred shall be convertible, without the payment of any additional consideration by the holder thereof and at the option of the holder thereof, at any time and from time to time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Preferred Stock, into such number of fully paid and non-assessable shares of the Common Stock as is determined by dividing the Series B Original Issue Price (as subject to further adjustment pursuant to Section B2(c)) by the Series B Conversion Price, the Series A-1 Conversion Price and the Series A Conversion Price, as applicable, determined as hereinafter provided, in effect at the time of conversion. The Series B Conversion Price, for purposes of calculating the number of shares of Common Stock deliverable upon conversion of the Series B Preferred, shall initially be equal to the Series B Original Issue Price, as subject to further adjustment pursuant to both Section B2(c) and the provisions of Section B4(e), as applicable. The Series A-1 Conversion Price, for purposes of calculating the number of shares of Common Stock deliverable upon conversion of the Series A-1 Preferred, shall initially be equal to the Series B Original Issue Price, as subject to further adjustment pursuant to both Section B2(c) and the provisions of Section B4(e), as applicable. The Series A Conversion Price, for purposes of calculating the number of shares of Common Stock deliverable upon conversion of the Series A Preferred, shall initially be equal to the Series B Original Issue Price, as subject to further adjustment pursuant to both Section B2(c) and the provisions of Section B4(e), as applicable. The Series C Conversion Price, the Series B Conversion Price, the Series A-1 Conversion Price and the Series A Conversion Price are hereinafter sometimes collectively referred to as the "Series C, B, A-1 and A Conversion Prices". In the case of a Liquidation Event, the conversion rights shall terminate at the close of business on the first full day preceding the date fixed for the payment of any amounts distributable on liquidation to the holders of the Preferred Stock.

(b) Mechanics of Conversion. Before any holder of shares of any series of Preferred Stock shall be entitled to convert the same into shares of the Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed or with stock powers attached, at the office of the Corporation or of any transfer agent for such series, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein the name of such holder or the name or names of the nominees of such holder in which such holder wishes the certificate or certificates for whole shares of the Common Stock to be issued. Notwithstanding anything herein to the contrary, if, upon conversion of the aggregate number of shares of Preferred Stock to be converted by any holder, such holder would receive a fractional share of the Common Stock, in lieu of any fractional share of the Common Stock to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value per share of the Common Stock as determined in good faith by the Board of Directors of the Corporation. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to such holder's nominee or nominees, a certificate or certificates for the number of whole shares of the Common Stock to which such holder shall be entitled as aforesaid, together with cash in lieu of any fraction of a share. 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 whole shares of the Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such whole number of shares of the Common Stock on such date. The Corporation shall pay any and all issue and transfer taxes that may be payable in respect of the issuance and delivery to any holder of Preferred Stock of whole shares of the Common Stock upon conversion of one or more shares of such holder's Preferred Stock. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, the conversion may, at the option of any holder tendering shares of 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 to have converted such shares of Preferred Stock until immediately prior to the closing of such sale of securities.

(c) Automatic Conversion. Each share of Series C Preferred shall automatically be converted into shares of Common Stock at the then effective Series C Conversion Price, each share of Series B Preferred shall automatically be converted into shares of Common Stock at the then effective Series B Conversion Price, each share of Series A-1 Preferred shall automatically be converted into shares of Common Stock at the then effective Series A-1 Conversion Price and each share of Series A Preferred shall automatically be converted into shares of Common Stock at the then effective Series A Conversion Price, upon the first to occur of the following (each, an "Automatic Conversion Event"):

(A) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement on Form S-1 (as defined in the Securities Act) or any successor form under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public at an initial public offering price per share (before deducting underwriters' commissions, discounts and expenses) that is not less than seven times (7x) the Series C Original Issue Price (as subject to further adjustment pursuant to Section B2(a) and subject to equitable adjustment in the event of any stock dividend, stock split, combination, reorganization,

recapitalization, reclassification, or other similar event affecting the shares of Series C Preferred) and with gross proceeds to the Corporation of not less than \$30,000,000 (before deducting underwriters' commissions, discounts and expenses) (a "Qualified Public Offering"); or

(B) the approval of holders of not less than a majority of the outstanding shares of Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred (voting together as a single class and not as separate series, and on an as-converted to Common Stock basis) that all shares of Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred be automatically converted.

Upon the occurrence of an Automatic Conversion Event, all shares of Preferred Stock shall be converted automatically without any further action by any holder of such shares and whether or not the certificate or certificates representing such shares are surrendered to the Corporation or the applicable transfer agent, provided, however, that the Corporation shall not be obligated to issue a certificate or certificates evidencing the whole number of shares of Common Stock into which such shares of Preferred Stock were converted unless the certificate or certificates previously representing such shares of Preferred Stock are either delivered to the Corporation or the applicable transfer agent, or the holder notifies the Corporation or such transfer agent that such certificate or certificates have been lost, stolen, or destroyed and executes and delivers an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith. The Corporation shall give each holder of shares of Preferred Stock written notice of the automatic conversion date and the place designated for such conversion. Upon the automatic conversion of the Preferred Stock, each holder of Preferred Stock shall surrender the certificate or certificates representing such holder's shares of Preferred Stock at the office of the Corporation or of the applicable transfer agent. Thereupon, there shall be issued and delivered to such holder, promptly at such office and in such holder's name as shown on such surrendered certificate or certificates, a certificate or certificates for the whole number of shares of Common Stock into which the shares of Preferred Stock surrendered were converted on the date on which such automatic conversion occurred. No fractional shares of Common Stock shall be issued upon the automatic conversion of Preferred Stock. In lieu of any fractional shares of Common Stock to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value per share of the Common Stock (determined as set forth in Section B4(b) above). Each stock certificate that, immediately prior to the Automatic Conversion Event, represented shares of Preferred Stock shall, from and after the Automatic Conversion Event, automatically and without necessity of presenting the same for exchange, represent that whole number of shares of Common Stock into which the shares of Preferred Stock represented by such certificate shall have been converted (as well as the right to receive cash in lieu of any fractional share of Common Stock).

(d) Termination of Rights upon Conversion. All shares of Preferred Stock converted as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares under this Section B, including the rights, if any, to receive notices, to vote and to accrual of dividends as holders of Preferred Stock shall immediately cease and terminate upon such conversion (except only the right of the holders thereof to receive shares of the Common Stock and cash in lieu of any fractional shares of Preferred Stock in exchange therefor pursuant to the terms hereof).

(e) Adjustments to Conversion Prices for Dilutive Issuances.

(i) Special Definitions. For the purposes of this Restated Certificate of Incorporation, the following definitions shall apply:

(1) “Option” means a right, option or warrant to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(2) “Series C Original Issue Date” means the first day following the initial issuance of any shares of Series C Preferred.

(3) “Convertible Securities” means any evidences of indebtedness, shares, or other securities directly or indirectly convertible into or exchangeable for Common Stock.

(4) “Additional Shares of Common Stock” means all shares of Common Stock issued (or, pursuant to Subsection B4(e)(iii) deemed to be issued) by the Corporation on or after the Series C Original Issue Date, other than shares of Common Stock issued or issuable (or, pursuant to Subsection B4(e)(iii) deemed to be issued):

(A) Upon conversion of shares of Series C Preferred, Series B Preferred, Series A-1 Preferred or Series A Preferred or upon exercise of Options outstanding on the day immediately preceding the Series C Original Issue Date;

(B) As a dividend or distribution on the Series C Preferred, Series B Preferred, Series A-1 Preferred or Series A Preferred;

(C) To lenders in connection with lending or similar borrowing arrangements approved by the Board of Directors with the concurrence of the member of the Board of Directors elected by the Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred;

(D) Pursuant to stock purchase agreements or Options or stock awards granted to employees, directors or consultants of the Corporation or any subsidiary thereof pursuant to an equity compensation plan approved by the Board of Directors prior to the Series C Original Issue Date or approved on after the Series C Original Issue date by the Board of Directors with the concurrence of the member of the Board of Directors elected by the Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred;

(E) In connection with an acquisition (by merger or otherwise) by the Corporation or any subsidiary of the Corporation of all or substantially all of the assets, technology or equity interests of any other entity approved by the Board of Directors with the concurrence of the member of the Board of Directors elected by the Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred; or

(F) In connection with joint ventures, corporate or strategic partnerings, patent licensings, equipment leasing or other financing arrangements with persons or entities with which the Corporation has business relationships, provided that such issuances are approved by the members of the Board of Directors with the concurrence of the member of the Board of Directors elected by the Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred and provided that such issuances are for other than primarily equity financing purposes.

(5) "Common Stock Deemed Outstanding" means, at any given time, the number of shares of the Common Stock actually outstanding at such time, plus the number of shares of the Common Stock issuable at such time upon conversion of any Convertible Securities then outstanding, plus the number of shares of the Common Stock issuable at any time upon the exercise of all then outstanding Options.

(ii) No Adjustment of Conversion Prices. Other than adjustment(s) pursuant to Section B2(a) as a result of one or more issuances of Series C Preferred at a price per share less than \$1.8293, no adjustment shall be made in the Series C, Series B, A-1 and A Conversion Prices as a result of the issuance of shares of Series C Preferred on the date hereof or on any date hereafter. No adjustment shall be made in the Series C Conversion Price as a result of the issuance of Additional Shares of Common Stock, if (1) the consideration per share determined pursuant to subsection B4(e)(vi) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is equal to or greater than the Series C Conversion Price in effect immediately prior to the issue of such Additional Share of Common Stock, or (2) prior to such issuance, the Corporation has obtained the approval of holders of at least a majority of the then outstanding shares of the Series C Preferred agreeing that no such adjustment shall be made as a result of such issuance of such Additional Shares of Common Stock. No adjustment shall be made in the Series B Conversion Price as a result of the issuance of Additional Shares of Common Stock, if (1) the consideration per share determined pursuant to subsection B4(e)(vi) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is equal to or greater than the Series B Conversion Price in effect immediately prior to the issue of such Additional Share of Common Stock, or (2) prior to such issuance, the Corporation has obtained the approval of holders of at least a majority of the then outstanding shares of the Series B Preferred agreeing that no such adjustment shall be made as a result of such issuance of such Additional Shares of Common Stock. No adjustment shall be made in the Series A-1 Conversion Price as a result of the issuance of Additional Shares of Common Stock, if (1) the consideration per share determined pursuant to Subsection B4(e)(vi) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is equal to or greater than the Series A-1 Conversion Price in effect immediately prior to the issue of such Additional Shares of Common Stock, or (2) prior to such issuance, the Corporation has obtained the approval of holders of at least a majority of the then outstanding shares of the Series A-1 Preferred agreeing that no such adjustment shall be made as a result of such issuance of such Additional Shares of Common Stock. No adjustment shall be made in the Series A Conversion Price as a result of the issuance of Additional Shares of Common Stock, if (1)

the consideration per share determined pursuant to Subsection B4(e)(vi) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is equal to or greater than the Series A Conversion Price in effect immediately prior to the issue of such Additional Shares of Common Stock, or (2) prior to such issuance, the Corporation has obtained the approval of holders of at least a majority of the then outstanding shares of the Series A Preferred agreeing that no such adjustment shall be made as a result of such issuance of such Additional Shares of Common Stock.

(iii) Issue of Options and Convertible Securities Deemed Issue of Additional Shares of Common Stock. If the Corporation at any time or from time to time after the Series C Original Issue Date shall issue any Options or Convertible Securities, or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of the Common Stock (as set forth in the instrument relating thereto without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall, subject to Subsection B4(e)(i)(4) above, be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date and for a consideration per share determined pursuant to Section B4(e)(vi), provided, that (1) for purposes of determining whether an adjustment shall be made with respect to the Series C Preferred Conversion Price, Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share determined pursuant to Subsection B4(e)(vi) for such Additional Shares of Common Stock would be less than the Series C Conversion Price in effect immediately prior to such issue, or such record date, as the case may be, (2) for purposes of determining whether an adjustment shall be made with respect to the Series B Preferred Conversion Price, Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share determined pursuant to Subsection B4(e)(vi) for such Additional Shares of Common Stock would be less than the Series B Conversion Price in effect immediately prior to such issue, or such record date, as the case may be, (3) for purposes of determining whether an adjustment shall be made with respect to the Series A Preferred Conversion Price, Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share determined pursuant to Subsection B4(e)(vi) for such Additional Shares of Common Stock would be less than the Series A Conversion Price in effect immediately prior to such issue, or such record date, as the case may be, (4) for purposes of determining whether an adjustment shall be made with respect to the Series A-1 Conversion Price, Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share determined pursuant to Subsection B4(e)(vi) for such Additional Shares of Common Stock would be less than the Series A-1 Conversion Price in effect immediately prior to such issue, or such record date, as the case may be, and (5) in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) No further adjustment in the Series C Conversion Price, Series B Conversion Price, Series A-1 Conversion Price or Series A Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of the

Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) If such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or any increase or decrease in the number of shares of the Common Stock issuable, upon the exercise, conversion or exchange thereof, the Series C, B, A-1 and A Conversion Prices computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the right of conversion or exchange under such Convertible Securities; provided, however, that no such adjustment of any of the Series C, B, A-1 and A Prices shall affect Common Stock previously issued upon conversion of the Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred, as applicable.

(3) Upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Series C, B, A-1 and A Conversion Prices computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto) and any subsequent adjustments based thereon shall, upon such expiration, be recomputed as if:

(A) In the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(B) In the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation determined pursuant to Subsection B4(e)(vi) upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) No readjustment pursuant to Subsection B4(e)(iii)(2) or Subsection B4(e)(iii)(3) above shall have the effect of (w) increasing the Series C Conversion

Price to an amount that exceeds the lower of (AA) the applicable Series C Conversion Price prior to the original adjustment for such deemed instance, or (BB) the Series C Conversion Price that would have resulted from any other issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date, or (x) increasing the Series B Conversion Price to an amount that exceeds the lower of (AA) the applicable Series B Conversion Price prior to the original adjustment for such deemed instance, or (BB) the Series B Conversion Price that would have resulted from any other issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date, or (y) increasing the Series A-1 Conversion Price to an amount that exceeds the lower of (AA) the applicable Series A-1 Conversion Price prior to the original adjustment for such deemed issuance, or (BB) the Series A-1 Conversion Price that would have resulted from any other issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date, or (z) increasing the Series A Conversion Price to an amount that exceeds the lower of (AA) the applicable Series A Conversion Price prior to the original adjustment for such deemed issuance, or (BB) the Series A Conversion Price that would have resulted from any other issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date;

(5) In the case of any such Options which expire by their terms not more than thirty (30) days after the date of issue thereof, no adjustment of the Series C, B, A-1 and A Conversion Prices shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in Subsection B4(e)(iii)(3) above; and

(6) If such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, any adjustment previously made in the Series C, B, A-1 and A Conversion Prices which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Series C, B, A-1 and A Conversion Prices shall be adjusted pursuant to this Subsection B4(e)(iii) as of the actual date of issuance of such Additional Shares of Common Stock.

(iv) Stock Dividends, Stock Distributions and Subdivisions. In the event the Corporation at any time or from time to time after the Series C Original Issue Date shall declare or pay any dividend or make any other distribution on the Common Stock payable in Common Stock or in any right to acquire Common Stock, or effect a subdivision of the outstanding shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), then and in any such event, Additional Shares of Common Stock shall be deemed to have been issued:

(1) In the case of any such dividend or distribution, immediately upon the close of business on the record date for the determination of holders of any class of securities entitled to receive such dividend or distribution; or

(2) In the case of any such subdivision, at the close of business on the date immediately prior to the date upon which such corporate action becomes effective.

If such record date shall have been fixed and such dividend shall not have been fully paid on the date fixed therefor, the adjustment previously made in the Series C, B, A-1 and A Conversion Prices which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Series C, B, A-1 and A Conversion Prices shall be adjusted pursuant to this Subsection B4(e)(iv) as of the time of actual payment of such dividend.

(v) Adjustment of Series C, B, A-1 and A Conversion Prices Upon Issuance of Additional Shares of Common Stock.

(1) If the Corporation shall after the Series C Original Issue Date issue or sell Additional Shares of Common Stock, including Additional Shares of Common Stock deemed to be issued pursuant to Subsection B4(e)(iii) hereof, but excluding Additional Shares of Common Stock issued pursuant to Subsection B4(e)(iv), which event is dealt with in Subsection B4(e)(vii), without consideration or for a consideration per share less than the Series C Conversion Price in effect immediately prior to such issue, then and in such event, the Series C Conversion Price shall be reduced, concurrently with such issue in order to increase the number of shares of Common Stock into which a share of Series C Preferred is convertible, to a price (calculated to the nearest one hundred thousandth of a cent) determined by multiplying the Series C Conversion Price in effect immediately prior to such issue or sale by a fraction (x) the numerator of which shall be (A) the number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale plus (B) the number of shares of the Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at the Series C Conversion Price in effect immediately prior to such issue or sale and (y) the denominator of which shall be (A) the number of shares of the Common Stock Deemed Outstanding immediately prior to such issue or sale plus (B) the number of such Additional Shares of Common Stock so issued or sold or deemed to be issued or sold, provided that the Series C Conversion Price shall not be so reduced at such time if the amount of such reduction would be an amount less than one hundred thousandth of a cent, but any such amount shall be carried forward and reduction with respect thereto shall be made at the time of and together with any subsequent reduction which, together with such amount and any other amounts so carried forward, shall aggregate one hundred thousandth of a cent or more, provided, however, that all such reductions shall be made prior to any conversion of any share of Series C Preferred into Common Stock.

(2) If the Corporation shall after the Series C Original Issue Date issue or sell Additional Shares of Common Stock, including Additional Shares of Common Stock deemed to be issued pursuant to Subsection B4(e)(iii) hereof, but excluding Additional Shares of Common Stock issued pursuant to Subsection B4(e)(iv), which event is dealt with in Subsection B4(e)(vii), without consideration or for a consideration per share less than the Series B Conversion Price in effect immediately prior to such issue, then and in

such event, the Series B Conversion Price shall be reduced, concurrently with such issue in order to increase the number of shares of Common Stock into which a share of Series B Preferred is convertible, to a price (calculated to the nearest one hundred thousandth of a cent) determined by multiplying the Series B Conversion Price in effect immediately prior to such issue or sale by a fraction (x) the numerator of which shall be (A) the number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale plus (B) the number of shares of the Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at the Series B Conversion Price in effect immediately prior to such issue or sale and (y) the denominator of which shall be (A) the number of shares of the Common Stock Deemed Outstanding immediately prior to such issue or sale plus (B) the number of such Additional Shares of Common Stock so issued or sold or deemed to be issued or sold, provided that the Series B Conversion Price shall not be so reduced at such time if the amount of such reduction would be an amount less than one hundred thousandth of a cent, but any such amount shall be carried forward and reduction with respect thereto shall be made at the time of and together with any subsequent reduction which, together with such amount and any other amounts so carried forward, shall aggregate one hundred thousandth of a cent or more, provided, however, that all such reductions shall be made prior to any conversion of any share of Series B Preferred into Common Stock

(3) If the Corporation shall after the Series C Original Issue Date issue or sell Additional Shares of Common Stock, including Additional Shares of Common Stock deemed to be issued pursuant to Subsection B4(e)(iii) hereof, but excluding Additional Shares of Common Stock issued pursuant to Subsection B4(e)(iv), which event is dealt with in Subsection B4(e)(vii), without consideration or for a consideration per share less than the Series A Conversion Price in effect immediately prior to such issue, then and in such event, the Series A Conversion Price shall be reduced, concurrently with such issue in order to increase the number of shares of Common Stock into which a share of Series A Preferred is convertible, to a price (calculated to the nearest one hundred thousandth of a cent) determined by multiplying the Series A Conversion Price in effect immediately prior to such issue or sale by a fraction (x) the numerator of which shall be (A) the number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale plus (B) the number of shares of the Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at the Series A Conversion Price in effect immediately prior to such issue or sale and (y) the denominator of which shall be (A) the number of shares of the Common Stock Deemed Outstanding immediately prior to such issue or sale plus (B) the number of such Additional Shares of Common Stock so issued or sold or deemed to be issued or sold, provided that the Series A Conversion Price shall not be so reduced at such time if the amount of such reduction would be an amount less than one hundred thousandth of a cent, but any such amount shall be carried forward and reduction with respect thereto shall be made at the time of and together with any subsequent reduction which, together with such amount and any other amounts so carried forward, shall aggregate one hundred thousandth of a cent or more, provided, however, that all such reductions shall be made prior to any conversion of any share of Series A Preferred into Common Stock.

(4) If the Corporation shall after the Series C Original Issue Date issue or sell Additional Shares of Common Stock, including Additional Shares of Common Stock deemed to be issued pursuant to Subsection B4(e)(iii) hereof, but excluding Additional Shares of Common Stock issued pursuant to Subsection B4(e)(iv), which event is dealt with in Subsection B4(e)(vii), without consideration or for a consideration per share less than the Series A-1 Conversion Price in effect immediately prior to such issue, then and in such event, the Series A-1 Conversion Price shall be reduced, concurrently with such issue in order to increase the number of shares of Common Stock into which a share of Series A Preferred is convertible, to a price (calculated to the nearest one hundred thousandth of a cent) determined by multiplying the Series A-1 Conversion Price in effect immediately prior to such issue or sale by a fraction (x) the numerator of which shall be (A) the number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale plus (B) the number of shares of the Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common stock so issued would purchase at the Series A-1 Conversion Price in effect immediately prior to such issue or sale and (y) the denominator of which shall be (A) the number of shares of the Common Stock Deemed Outstanding immediately prior to such issue or sale plus (B) the number of such Additional Shares of Common Stock so issued or sold or deemed to be issued or sold, provided that the Series A-1 Conversion Price shall not be so reduced at such time if the amount of such reduction would be an amount less than one hundred thousandth of a cent, but any such amount shall be carried forward and reduction with respect thereto shall be made at the time of and together with any subsequent reduction which, together with such amount and any other amounts so carried forward, shall aggregate one hundred thousandth of a cent or more, provided, however, that all such reductions shall be made prior to any conversion of any share of Series A-1 Preferred into Common Stock.

(vi) Determination of Consideration. For purposes of this Subsection B4, the consideration received (or deemed to have been received in the case of Options and Convertible Securities) by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash, Property or Services: Such consideration shall:

(A) Insofar as it consists of cash, be computed at the aggregate of cash received by the Corporation, excluding amounts paid or payable for accrued interest or accrued dividends;

(B) Insofar as it consists of property (other than cash) or services, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors with the concurrence of the member of the Board of Directors elected by the Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred; and

(C) In the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so

received, computed as provided in Subsections B4(e)(vi)(1)(A) and B4(e)(vi)(1)(B) above, as determined in good faith by the Board of Directors with the concurrence of the member of the Board of Directors elected by the Series B C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Subsection B4(e)(iii), relating to Options and Convertible Securities, shall be determined by dividing (A) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by (B) the maximum number of shares of the Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(vii) Adjustment for Stock Splits, Stock Dividends, Subdivisions, Combinations or Consolidation of Common Stock. In the event that at any time or from time to time after the Series C Original Issue Date, (1) the outstanding shares of the Common Stock shall be split, subdivided, combined or consolidated, by reclassification or otherwise, into a greater or lesser number of shares of Common Stock, or (2) the Corporation shall issue shares of the Common Stock, Options or Convertible Securities by way of a stock dividend or other distribution to the holders of the Common Stock, the Series C, B, A-1 and A Conversion Prices in effect immediately prior to such split, subdivision, stock dividend, distribution, combination or consolidation shall, concurrently with the effectiveness of such split, subdivision, combination or consolidation or, as applicable, the record date of such stock dividend or distribution, be increased or decreased proportionately so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased or decreased in proportion to such increase or decrease in the Common Stock Deemed Outstanding upon effectuation of such split, subdivision, stock dividend, distribution, combination or consolidation (with the number of shares issuable with respect to Options or Convertible Securities determined from time to time in the manner provided for deemed issuances in Subsection B4(e)(iii)).

(viii) Capital Reorganization or Merger. If at any time or from time to time after the Series C Original Issue Date there shall be a capital reorganization of the Common Stock (other than a stock dividend, distribution, split, subdivision, combination, consolidation or reclassification of shares provided for in Subsections B4(e)(vii)) or a consolidation or merger of the Corporation in which the holders of the outstanding voting

securities of the Corporation as constituted immediately prior to such transaction, continue to hold at least fifty percent (50%) of the outstanding voting securities of the Corporation or the surviving or acquiring entity immediately following such transaction (any such reorganization, consolidation or merger, a "Reorganization"), then, as a part of and as a condition to such Reorganization, provision shall be made so that the holders of the outstanding shares of any series of Preferred Stock shall thereafter be entitled to receive upon conversion of the shares of such series the same kind and amount of stock or other securities or property (including cash) of the Corporation, or of the successor corporation resulting from such Reorganization, to which such holder would have been entitled if such holder had converted its shares of such series of Preferred Stock immediately prior to the effective time of such Reorganization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section B4 to the end that the provisions of this Section B4 (including adjustment of the Series C, B, A-1 and A Conversion Prices then in effect and the number of shares of Common Stock or other securities issuable upon conversion of the shares of such series of Preferred Stock) shall be applicable after such Reorganization in as nearly equivalent manner as may be reasonably practicable.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series C Conversion Price, Series B Conversion Price, Series A-1 Conversion Price or Series A Conversion Price pursuant to this Section B4, the Corporation at its expense shall compute such adjustment or readjustment in accordance with the terms hereof and furnish to each affected holder of Preferred Stock a certificate executed by the Corporation's Chief Executive Officer or Chief Financial Officer setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The 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.

(g) No Impairment. The Corporation will not, by amendment of this Restated Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this Section B4 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against impairment to the extent provided in this Section B4.

(h) Other Distributions. In the event that the Corporation shall declare a distribution on its Common Stock payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection B(e)(vii), then, in each such case, for the purpose of this subsection B4(h), 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 the 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 the Corporation entitled to receive such distribution.

5. Notices of Record Date. In the event:

(a) The Corporation shall take a record of the holders of its Common Stock (or other stock or securities at the time issuable upon conversion of the Series C preferred, the Series B Preferred, the Series A-1 Preferred or the Series A Preferred) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of stock of any class or any other securities, or to receive any other right;

(b) Of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, any consolidation or merger of the Corporation with or into another corporation (other than a consolidation or merger in which the Corporation is the surviving entity and its Common Stock is not converted into or exchanged for any other securities or property), or any transfer of all or substantially all of the assets of the Corporation;

(c) Of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation; or

(d) Of any other act or transaction requiring the approval of holders of the Series C Preferred, Series B Preferred, Series A-1 Preferred or the Series A Preferred pursuant to Subsection B8 below,

then, and in each such case, the Corporation will deliver or cause to be delivered to the holders of the Preferred Stock a notice specifying, as the case may be, (1) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (2) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation, winding-up, act or transaction is to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other stock or securities at the time issuable upon the conversion of the Series C Preferred, the Series B Preferred, the Series A-1 Preferred or the Series A Preferred) shall be entitled to exchange their shares of Common Stock (or such other stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up. Such notice shall be mailed at least fifteen (15) days prior to the record date (in the case of the events described in Subsection B5(a)) or effective date (in the case of the events described in Subsections B5(b), B5(c) and B5(d)).

6. Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of 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 Preferred Stock, the 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 purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate of Incorporation.

7. Reacquired Shares. Any shares of Preferred Stock converted, redeemed, purchased, or otherwise acquired by the Corporation in any manner whatsoever shall, automatically and without further action, be retired and canceled promptly after the acquisition thereof, and shall not be reissued and the Corporation from time to time shall take such action as may be necessary to

reduce the number of authorized shares of the Series C Preferred, the Series B Preferred, the Series A-1 Preferred and the Series A Preferred accordingly.

8. Protective Provisions.

(a) Except as expressly provided herein or required by law, for so long as any shares of Series C Preferred, Series B Preferred, Series A-1 Preferred or Series A Preferred remain outstanding, then without the prior approval by vote or written consent of the holders of at least a majority of the outstanding shares of the Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred (voting together as a single class and not as separate series, and on an as-converted to Common Stock basis), the Corporation shall not at any time after the Series C Original Issue Date:

(i) Authorize or issue, or obligate itself to authorize or issue, any other equity security (other than Common Stock and other than up to the number of shares of Series C Preferred authorized for issuance on the Series C Original Issue Date) having any preference or priority over, or ranking senior to or on parity with, the Series C Preferred, Series B Preferred, Series A-1 Preferred or Series A Preferred with respect to dividends, conversion rights or rights upon liquidation, dissolution, winding up, redemption or voting;

(ii) Amend the Corporation's Restated Certificate of Incorporation, including by merger, consolidation or otherwise, or By-Laws in any manner that would adversely affect the rights, preferences and privileges of the Series C Preferred, Series B Preferred, Series A-1 Preferred or Series A Preferred;

(iii) Amend the Corporation's Restated Certificate of Incorporation, including by merger, consolidation or otherwise, to change the authorized number of shares of Preferred Stock;

(iv) Declare, set aside for payment or pay any dividend or other distribution on any class or series of capital stock of the Corporation;

(v) Redeem, purchase, or otherwise acquire for value any shares of the Common Stock, except for (1) the repurchase of options or shares of the Common Stock held by employees, consultants, directors, or officers of the Corporation at or below the original purchase price paid for such options or shares pursuant to stock repurchase agreements under which the Corporation has the right to repurchase such options or shares in the event of termination of employment, the termination of the consulting relationship, or other termination of the provision of services to the Corporation, or (2) the repurchase of any capital stock of the Corporation in connection with the Corporation's right of first refusal or right of first offer with respect to such capital stock, as set forth in any written agreement of the Corporation;

(vi) Consummate or obligate itself to consummate any Liquidation Event, including any deemed Liquidation Event;

(vii) Consummate or obligate itself to consummate the acquisition of another entity, substantially all of the stock of another entity, or substantially all of the assets of

another entity, by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation);

(viii) Expand the total number of Directors beyond seven members or reduce the total number of members of the Board of Directors below seven members (other than with respect to actions that result in vacancies that may be filled by the Board of Directors or stockholders of the Corporation), provided that, notwithstanding the foregoing, the Board of Directors, with the concurrence of a majority of the members of the Board of Directors elected by the Series C Preferred, Series B Preferred, Series A-1 Preferred and Series A Preferred, may increase the size of the Board of Directors to not more than nine members; or

(ix) Authorize, issue or grant to employees, directors or consultants of the Corporation any shares of Common Stock or options to purchase any shares of the Common Stock under any stock option plan in an aggregate of more than 4,401,758 shares of the Common Stock (subject to equitable adjustment for any stock dividend, stock split, combination or similar recapitalization affecting such shares effected subsequent to the date hereof).

FIFTH: The Corporation is to have perpetual existence.

SIXTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition and not in limitation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, conferred by the State of Delaware, it is further provided that:

(a) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies or unfilled newly created directorships. No election of directors need be by written ballot.

(b) The power to adopt, amend or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation.

(c) The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

SEVENTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time, indemnify and advance expenses to (i) its directors and officers and (ii) any person who, while a director or officer of the Corporation, at the request of the Corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section as amended or supplemented (or any successor), provided, however, that except with respect to proceedings to enforce rights to indemnification or advancement of expenses, the Corporation shall not be required to indemnify or advance expenses

to any director or officer in connection with a proceeding (or part thereof) initiated by such director or officer unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons (if such employees, agents or other persons are not entitled to indemnification and/or advancement of expenses pursuant to clauses (i) and (ii) above of this Article) only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal.

NINTH: From time to time any of the provisions of this Restated Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Restated Certificate of Incorporation are granted subject to the provisions of this Article.

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IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be signed by its duly authorized officer this 5th day of January, 2007.

ALPHION CORPORATION

By: /s/ Bharat P. Dave
Bharat P. Dave
Chairman of the Board, President and
Chief Executive Officer