

**CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AEROHIVE NETWORKS, INC.**

Aerohive Networks, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"), does hereby certify:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 15, 2006. The original Certificate of Incorporation of the Corporation was amended and restated on July 31, 2006, was further amended on March 22, 2007, and was amended and restated again as the Second Amended and Restated Certificate of Incorporation on July 13, 2007.
2. This Amendment to the Second Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Section 242 of the Delaware General Corporation Law and amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation.
3. Article IV of the Second Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

The total number of shares of capital stock that the Corporation shall have authority to issue is sixty nine million nine hundred thirty-four thousand seven hundred twenty (69,934,720), consisting of forty-three million three hundred thousand (43,300,000) shares of Common Stock, US\$0.001 par value per share (the "Common Stock"), and twenty-six million six hundred thirty-four thousand seven hundred twenty (26,634,720) shares of Preferred Stock, US\$0.001 par value per share (the "Preferred Stock"). The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of fourteen million two hundred six thousand eight hundred ninety-five (14,206,895) shares. The second series of Preferred Stock shall be designated "Series B Preferred Stock" and shall consist of twelve million four hundred twenty-seven thousand eight hundred twenty-five (12,427,825) shares.

IN WITNESS WHEREOF, AEROHIVE NETWORKS, INC. has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 27 day of MAR., 2008.

AEROHIVE NETWORKS, INC.

By: 

David Flynn
President and Chief Executive Officer