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A0677522 **FILED** *DH*in the office of the Secretary of State
of the State of California
MAY 28 2008

**CERTIFICATE OF AMENDMENT
TO THE
THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ARCOT SYSTEMS, INC.,
a California corporation**

Rammohan Varadarajan and Warren T. Lazarow hereby certify that:

1. They are duly elected and acting President and Secretary, respectively, of Arcot Systems, Inc., a California corporation (the "Corporation").

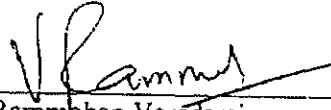
2. Article III of the Third Amended and Restated Articles of Incorporation of said Corporation shall be amended to read in full as follows:

"The Corporation is authorized to issue two classes of stock, designated, respectively, *"Common Stock"* and *"Preferred Stock."* The total number of shares which the Corporation is authorized to issue is two hundred eighty-seven million five hundred thousand (287,500,000) shares, without par value, of which one hundred ninety-two million five hundred thousand (192,500,000) shares are Common Stock and ninety-five million (95,000,000) shares are Preferred Stock, of which sixty million (60,000,000) are designated Series A' Preferred Stock (*"Series A' Preferred Stock"*) and thirty-five million (35,000,000) are designated Series B' Preferred Stock (*"Series B' Preferred Stock"*). The Series A' Preferred Stock and the Series B' Preferred Stock are hereinafter referred to as the *"Preferred Stock."*"

3. The foregoing amendment has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment of the Third Amended and Restated Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The number of outstanding shares of the Corporation is 62,082,371 shares of Common Stock, 47,805,534 shares of Series A' Preferred Stock and 10,707,466 shares of Series B' Preferred Stock. The number of shares voting in favor of the amendment of the Third Amended and Restated Articles of Incorporation equaled or exceeded the vote required. Affirmative votes were received from (i) a majority of the outstanding shares of Common Stock, (ii) a majority of the outstanding shares of Series A' Preferred Stock, (iii) a majority of the outstanding shares of Series B' Preferred Stock, (iv) seventy percent (70%) of the outstanding shares of Preferred Stock less 2,707,207 shares (voting together as a single class on an as-converted to Common Stock basis) and (v) a majority of the outstanding shares of Common Stock and Preferred Stock (voting together as a single class on an as-converted to Common Stock basis).

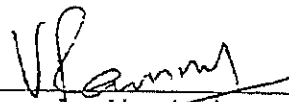
IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment on May 27, 2008.


Rammohan Varadarajan
President

Warren T. Lazarow
Secretary

The undersigned further declare under penalty of perjury under the laws of the State of California that they have read the foregoing Certificate of Amendment and know the contents thereof and that the statements therein are true.

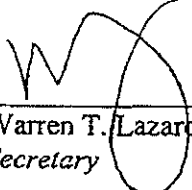
Executed at Sunnyvale, California, on May 27, 2008.


Rammohan Varadarajan
President

Warren T. Lazarow
Secretary

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment on May 27, 2008.

Rammohan Varadarajan
President

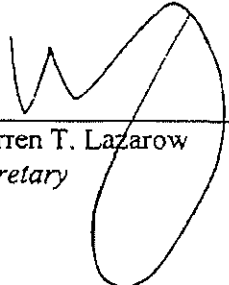


Warren T. Lazarow
Secretary

The undersigned further declare under penalty of perjury under the laws of the State of California that they have read the foregoing Certificate of Amendment and know the contents thereof and that the statements therein are true.

Executed at Sunnyvale, California, on May 27, 2008.

Rammohan Varadarajan
President



Warren T. Lazarow
Secretary