

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

AMPHORA DISCOVERY CORP.

Amphora Discovery Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The name of the corporation is Amphora Discovery Corp. The corporation was originally incorporated under the name of Amphora Discovery Sciences, Inc. The date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware is May 18, 2001.

B. Pursuant to sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation amends and restates the provisions of the Certificate of Incorporation of this corporation.

C. The Certificate of Incorporation of this corporation is hereby amended and restated to read as follows:

ONE. The name of the corporation is Amphora Discovery Corp. (the "Corporation").

TWO. The address of the registered office of this Corporation in the State of Delaware is the Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801 and the name of the registered agent at that address is The Corporation Trust Company.

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

FOUR. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 365,600,000, of which 215,450,000 shares of which are designated Common Stock (the "Common Stock") and 150,150,000 shares are designated Preferred Stock (the "Preferred Stock"). Of the Preferred Stock, 1,300,000 shares are designated Series A Convertible Redeemable Preferred Stock (the "Series A Preferred"), 23,750,000 shares are designated as Series A-1 Convertible Redeemable Preferred Stock ("Series A-1 Preferred"),

35,900,000 shares are designated as Series B Convertible Redeemable Preferred Stock ("Series B Preferred"), 50,000,000 shares are designated as Series C Convertible Redeemable Preferred Stock ("Series C Preferred"), 28,000,000 shares are designated as Series D Convertible Redeemable Preferred Stock ("Series D Preferred"), 7,750,000 shares are designated as Series E Convertible Redeemable Preferred Stock ("Series Preferred") and 3,450,000 shares are designated as Series E-1 Convertible Redeemable Preferred Stock ("Series E-1 Preferred"). The Preferred Stock shall have a par value of \$0.001 per share, and the Common Stock shall have a par value of \$0.001 per share.

The rights, preferences, privileges and restrictions granted to or imposed upon the Common Stock and the Preferred Stock are as follows:

A. Dividends.

1. The holders of the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall be entitled to receive cumulative dividends, which shall accrue whether or not declared, out of funds legally available therefor, at the annual rate of \$0.08 per share of Series A-1 Preferred, \$0.032 per share of Series B Preferred, \$0.057 per share of Series C Preferred, \$0.0624 per share of Series D Preferred, \$0.0624 per share of Series E Preferred and \$0.0624 per share of Series E-1 Preferred, held by them, as adjusted for stock splits, stock dividends, recapitalizations, and similar events, prior and in preference to the declaration or payment of any dividend or other distribution (payable other than in Common Stock) with respect to the Common Stock, when, as and if declared by the Board of Directors.

2. The holders of the Series A Preferred shall be entitled to receive non-cumulative dividends, out of funds legally available therefor, at the annual rate of \$0.08 per share of Series A Preferred, held by them, as adjusted for stock splits, stock dividends, recapitalizations, and similar events, prior and in preference to the declaration or payment of any dividend or other distribution (payable other than in Common Stock) with respect to the Common Stock, when, as and if declared by the Board of Directors.

3. As long as any Shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall be outstanding, no dividends or other distributions shall be made with respect to the Common Stock, other than dividends payable solely in Common Stock, without the approval of 66 2/3% of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred, voting together as a single class on an as-converted to Common Stock basis.

4. Upon conversion of any shares of Preferred Stock pursuant to the provisions of Section C, the holder of any converted shares of Preferred Stock shall no longer be entitled to any and all dividends accrued up to the date of such conversion pursuant to this Section A with respect to such converted shares of Preferred Stock.

B. Liquidation Preference.

1. Preferred Stock Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (each a "Liquidation Event"), the holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall be entitled to receive, pari passu with each other but prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of Series A Preferred and Common Stock by reason of their ownership thereof: the amount of \$1.00 per share (as adjusted for Series A-1 Preferred stock splits, stock dividends, recapitalizations and similar events) for each share of Series A-1 Preferred (the "Original Series A-1 Issue Price") then held; the amount of \$0.40 per share (as adjusted for Series B Preferred stock splits, stock dividends, recapitalizations and similar events) for each share of Series B Preferred (the "Original Series B Issue Price") then held; the amount of \$0.7112 per share (as adjusted from Series C Preferred stock splits, stock dividends, recapitalizations and similar events) for each share of Series C Preferred (the "Original Series C Issue Price") then held; the amount of \$0.78 per share (as adjusted for Series D Preferred stock splits, stock dividends, recapitalizations and similar events) for each share of Series D Preferred (the "Original Series D Issue Price") then held; the amount of \$1.17 per share (as adjusted for Series E Preferred stock splits, stock dividends, recapitalizations and similar events) for each share of Series E Preferred then held; the amount of \$1.56 per share (as adjusted for Series E-1 Preferred stock splits, stock dividends, recapitalizations and similar events) for each share of Series E-1 Preferred then held; and, in addition, an amount equal to any unpaid dividends, whether accrued or declared, as applicable, on the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred. If the assets and funds thus distributed among the holders of the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred are insufficient to permit the payment to such holders of their full preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred in proportion to the full preferential amount each such holder is otherwise entitled to receive under this Section B(1). For purpose of this Amended and Restated Certificate of Incorporation, as may be amended from time to time the term "Original Series E Issue Price" shall mean \$0.78 per share (as adjusted for Series E Preferred stock splits, stock dividends, recapitalizations and similar events); and the term "Original Series E-1 Issue Price" shall mean \$0.78 per share (as adjusted for Series E-1 Preferred stock splits, stock dividends, recapitalizations and similar events).

After payment to the holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred the amounts set forth in the first sentence of this Section B(1), the holders of Series A Preferred shall be entitled to receive prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of Common Stock by reason of their ownership thereof: the amount of \$1.00 per share (as adjusted for Series A Preferred stock splits, stock dividends, recapitalizations and similar events) for each share of Series A Preferred (the "Original Series A Issue Price") then held; and, in addition, an amount equal to any unpaid dividends declared, as applicable, on the Series A Preferred. If the assets and funds thus distributed among the holders of the Series A Preferred are insufficient to permit the payment to such holders of their full preferential amount, then the assets and funds of the

Corporation remaining after the payment to the holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred the amounts they are entitled to receive under this Section B(1) shall be distributed among the holders of Series A Preferred in proportion to the number of shares of Series A Preferred held by each such holder.

Notwithstanding any other provision of this Section B(1), the holders of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall not receive pursuant to this Section B(1) more than an amount per share which, when added to all dividends previously paid on each share of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred, as applicable, is equal to 300% of the Original Series A Issue Price, Original Series A-1 Issue Price, Original Series B Issue Price, Original Series C Issue Price, Original Series D Issue Price, Original Series E Issue Price or Original Series E-1 Issue Price, as applicable. No payment shall be made with respect to the Common Stock unless and until full payment has been made to the holders of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred of the amounts they are entitled to receive under this Section B(1).

2. Remaining Assets. After payment to the holders of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred of the amounts set forth in Section B(1) above, the remaining assets and funds of the Corporation legally available for distribution, if any, to stockholders shall be distributed among the holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred and the holders of Common Stock pro rata and based on the number of shares of Common Stock held by each (assuming conversion of all such Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred), provided that the holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall not receive pursuant to Sections B(1) and (2), combined, more than an amount per share which, when added to all dividends previously paid on each share of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred, as applicable, is equal to 300% of the Original Series A-1 Issue Price, Original Series B Issue Price, Original Series C Issue Price, Original Series D Issue Price, Original Series E Issue Price or Original Series E-1 Issue Price, as applicable, and all remaining assets and funds after the maximum distribution to the holders of Preferred Stock shall be distributed to the holders of Common Stock. If the Corporation closes a sale of its equity securities at a price per share of at least \$1.75 with gross proceeds to the Corporation of at least \$25,000,000.00, the right of the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred to participate with the Common Stock in any distribution pursuant to this Section B(2) shall terminate, and thereafter, the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall only receive amounts distributed pursuant to Section B(1).

3. Reorganization or Merger. Except for bona fide financings for capital raising purposes approved by the Board of Directors and the holders of at least 66 2/3% of the then-issued and outstanding shares of Preferred Stock, voting together as a single class on an as-converted to Common Stock basis, a reorganization, merger or consolidation of the Corporation with or into any

other corporation or entity, in which transaction or series of related transactions the Corporation's stockholders immediately prior to such transaction own immediately after such transaction less than 50% of the equity securities of the surviving corporation or its parent, or a sale, conveyance or encumbrance of all or substantially all of the assets of the Corporation, shall be deemed to be a Liquidation Event within the meaning of this Section B.

In the event of transaction or series of transactions that is deemed to be a Liquidation Event pursuant to this Section B(3), all consideration payable to the stockholders of the Corporation in connection with any such merger, consolidation, or all consideration payable to the Corporation and distributable to its stockholders, together with all other available assets of the Corporation (net of obligations owed by the Corporation that are senior to the Preferred Stock), in connection with any such asset sale, shall be, as applicable, paid by the purchaser to the holders of, or distributed by the Corporation pursuant to a liquidation or dissolution or in redemption (out of funds legally available therefor) of, the Preferred Stock in accordance with the preferences and priorities set forth in Section B(1) and Section B(2) above, with such preferences and priorities specifically intended to be applicable in any such merger, consolidation or asset sale, as if such transaction were a Liquidation Event. In furtherance of the foregoing, the Corporation shall take such actions as are necessary to give effect to the provisions of this Section B, including, without limitation, (i) in the case of a merger or consolidation, causing the definitive agreement relating to such merger or consolidation to provide for a rate at which the shares of Preferred Stock are converted into or exchanged for cash, new securities or other property which gives effect to the preferences and priorities set forth in Section B(1) and Section B(2) above, or (ii) in the case of an asset sale, carrying out a liquidation or dissolution or redeeming the Preferred Stock. The amount deemed distributed to the holders of Preferred Stock upon any such transaction shall be the cash or the value of the property, rights or securities distributed to such holders by the Corporation or the acquiring person, firm or other entity, as applicable.

4. Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any Liquidation Event are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that any securities to be distributed to stockholders in a Liquidation Event shall be valued as follows:

a. The method of valuation of securities not subject to investment letter or other similar restrictions on free marketability shall be as follows:

(i) if the securities are then traded on a national securities exchange or the Nasdaq National Market (or a similar quotation system), then the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the 30-day period ending three (3) days prior to the distribution; and

(ii) if actively traded over-the-counter, then the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three (3) days prior to the distribution; and

(iii) if there is no active public market, then the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

b. The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in subsections (a)(i), (ii) or (iii) of this Section B(4) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

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

1. Right to Convert. Except as otherwise set forth in Section C(4)(d), each share of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall be convertible, at the option of and without the payment of any additional consideration by the holder thereof, at any time into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Deemed Issuance Price (as defined below) by the Conversion Price (as defined below) in effect at the time of conversion. The Deemed Issuance Price for the Series A Preferred shall be \$1.00 (as adjusted for Series A Preferred stock splits, stock dividends, recapitalizations and similar events). The Deemed Issuance Price of the Series A-1 Preferred shall be \$0.7112 (as adjusted for Series A-1 Preferred stock splits, stock dividends, recapitalizations and similar events). The Deemed Issuance Price for the Series B Preferred shall be \$0.28448 (as adjusted for Series B Preferred stock splits, stock dividends, recapitalizations and similar events). The Deemed Issuance Price for the Series C Preferred shall be \$0.7112 (as adjusted for Series C Preferred stock splits, stock dividends, recapitalizations and similar events). The Deemed Issuance Price for the Series D Preferred shall be \$0.78 (as adjusted for Series D Preferred stock splits, stock dividends, recapitalizations and similar events). The Deemed Issuance Price of the Series E Preferred shall be \$0.78 (as adjusted for Series E Preferred stock splits, stock dividends, recapitalizations and similar events). The Deemed Issuance Price for the Series E-1 Preferred shall be \$0.78 (as adjusted for Series E-1 Preferred stock splits, stock dividends, recapitalizations and similar events). The Conversion Price for the Series A Preferred shall initially be \$100,000.00, subject to adjustment as provided below. The Conversion Price for the Series A-1 Preferred shall initially be \$0.7112, subject to adjustment as provided below. The Conversion Price for the Series B Preferred shall initially be \$0.7112, subject to adjustment as provided below. The Conversion Price for the Series C Preferred shall initially be \$0.7112, subject to adjustment as provided below. The Conversion Price for the Series D Preferred shall initially be \$0.78, subject to adjustment as provided below. The Conversion Price for the Series E Preferred shall initially be \$0.78, subject to adjustment as provided below. The Conversion Price for the Series E-1 Preferred shall initially be \$0.78, subject to adjustment as provided below. The number of shares of Common Stock into which a share of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred is convertible is hereinafter referred to as the "Conversion Rate" of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred, as applicable.

2. Automatic Conversion. Except as otherwise set forth in Section C(4)(d), each share of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall automatically be converted into shares of Common Stock at the then effective Conversion Rate (i) immediately prior to the closing of a firm commitment underwritten public offering pursuant to an effective registration statement on Form S-1

under the Securities Act of 1933, as amended (the "Act"), covering the offer and sale of Common Stock for the account of the Corporation to the public at a price per share of not less than \$2.00 (as adjusted for stock splits, stock dividends, recapitalizations and similar events) with gross proceeds to the Corporation of not less than \$20,000,000; or (ii) upon the consent of holders of at least 66 2/3% of the Preferred Stock then outstanding, voting together as a single class on an as-converted to Common Stock basis.

3. Mechanics of Conversion. Before any holder of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same; provided, however, that in the event of a conversion pursuant to Sections C(2) or C(4)(d), the outstanding shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, and, provided further, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the Corporation or its transfer agent, as provided above, or the holder notifies the Corporation or the Corporation's transfer agent that such certificates have been lost, stolen or destroyed and executes an affidavit to such effect, in a form reasonably satisfactory to the Corporation. The Corporation shall, as soon as practicable after such delivery, or such affidavit in the case of a lost, stolen or destroyed certificate, issue and deliver at such office to such holder of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred, a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. 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 Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred to be converted, in the case of automatic conversion in connection with an underwritten public offering, immediately prior to the closing of the offering, or in the case of conversion in connection with the consent of the holders of at least 66 2/3% of the Preferred Stock then outstanding (voting together as a single class on an as-converted to Common Stock basis), immediately upon receipt of such consent, 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 on such date.

4. Adjustments to Conversion Price of Preferred Stock for Dilutive Issues:

a. Special Definitions. For purposes of this Section C(4), the following definitions shall apply:

(i) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(ii) "Convertible Securities" shall mean any evidences of indebtedness, shares of capital stock (other than the Common Stock) or other securities convertible into or exchangeable for Common Stock.

(iii) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section C(4)(b), deemed to be issued) by the Corporation, other than:

(A) shares of the Corporation's capital stock issued upon any conversion of the Preferred Stock (including, without limitation, any conversion pursuant to Sections C(4)(d) below);

(B) shares of the Corporation's capital stock issued pursuant to bona fide acquisitions, mergers, technology licenses or purchases, corporate partnering, agreements or other similar transactions, in each case unanimously approved by the Board of Directors;

(C) shares of the Corporation's capital stock (or related Options) issued to employees, officers, directors, consultants, or other persons performing services for the Corporation (including, but not by way of limitation, distributors and sales representatives) pursuant to any stock offering, plan, or arrangement (1) in effect as of the initial issuance date of the Series C Preferred as approved by the Board of Directors or (2) unanimously approved by the Board of Directors;

(D) shares of the Corporation's capital stock issued to financial institutions in connection with extensions of credit to the Corporation, to lessors in connection with leases of equipment or real property or in similar transactions, in each case approved unanimously by the Board of Directors;

(E) shares of the Corporation's Common Stock issued in connection with any stock split, stock dividend, or stock combination thereof by the Corporation;

(F) all shares of Common Stock issued or issuable upon conversion or exercise of Convertible Securities or Options issued and outstanding on the date this document is filed with the Delaware Secretary of State;

(G) shares of capital stock issued in a public offering in which all of the Preferred Stock will be converted; or

(H) except as otherwise provided in this Section C(4)(a)(iii), shares of capital stock of the Corporation, or securities convertible into shares of capital stock of the Corporation, the issuance of which is unanimously approved by the Board of Directors as being excluded from the definition of "Additional Shares of Common Stock" as set forth herein.

b. Deemed Issue of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after the original issue date for the Series D Preferred 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 (as set forth in the instrument relating thereto assuming the satisfaction of any conditions to exercisability, including, without limitation, the passage of time and without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock 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 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, provided that, Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to Section C(4)(e) hereof) of such Additional Shares of Common Stock would be less than the Conversion Price for the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred in effect on the date of and immediately prior to such issuance, or such record date, as the case may be, and, provided further, that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(i) no further adjustment in the Conversion Price shall be made upon the subsequent issuance of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(ii) 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 in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price 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 rights of conversion or exchange under such Convertible Securities;

(iii) 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 Conversion Price 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 upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(iv) no readjustment pursuant to clause (ii) or (iii) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (A) the Conversion Price on the original adjustment date, or (B) the Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date; and

(v) in the case of any Options which expire by their terms not more than 90 days after the date of issue thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options.

c. Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event this Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section C(4)(b)) after the original issue date for the Series E Preferred without consideration or for consideration per share less than the Conversion Price for the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred in effect on the date of and immediately prior to such issue, then, and in such event, the Conversion Price for the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred, as applicable shall be reduced, concurrently with such issue, to a price equal to the consideration per share for which Additional Shares of Common Stock are issued.

d. Special Mandatory Conversion.

(i) Definitions. For purposes of this Section C(4)(d) the following terms shall have the meanings set forth below.

(A) "Pro Rata Share" with respect to each holder of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall mean:

(i) At or prior to the time of the final closing of the sale of Series E Preferred in a transaction or series of related transactions constituting the first Dilutive Issuance after the filing of this Amended and Restated Certificate of Incorporation: that portion of the total number of shares of the Dilutive Issuance (as defined below) equal to (1) the lesser of (x) the number of shares of the Dilutive Issuance actually offered to all holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred by the Corporation, or (y), the Share Cap (2) multiplied by a fraction, the numerator of which is (i) the sum of the shares of Series C Preferred and Series D Preferred held by such holder as

of the date of the Issuance Notice, as defined below, divided by the total outstanding shares of Series C and D Preferred, plus (ii) the sum of the shares of Series A-1 Preferred, Series B Preferred, Series C Preferred and Series D Preferred held by such holder as of the date of the Issuance Notice divided by the total outstanding Series A-1 Preferred, Series B Preferred, Series C Preferred and Series D Preferred, and the denominator of which is two (2); and

(ii) After the time of the final closing of the sale of Series E Preferred in a transaction or series of related transactions constituting the first Dilutive Issuance after the filing of this Amended and Restated Certificate of Incorporation: that portion of the total number of shares of the Dilutive Issuance equal to (1) the lesser of (x) the number of shares of the Dilutive Issuance actually offered to all holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred by the Corporation, or (y) the Share Cap (2) multiplied by a fraction, the numerator of which is the number of shares of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred held by such holder as of the date of the Issuance Notice, as defined below, and the denominator of which is the total number of shares of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred outstanding as of such date.

(B) "Participating Investor" shall mean any holder of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred, as applicable, that purchases at least its Pro Rata Share of a Dilutive Issuance, provided however, that if a holder is a member of a group of Affiliated Entities and one or more of the Affiliated Entities making up such group in the aggregate purchase a dollar amount of such Dilutive Issuance equal to the aggregate Pro Rata Share of all holders making up such group of Affiliated Entities all such holders in such group shall be deemed to be Participating Investors.

(C) "Nonparticipating Investor" shall mean any holder of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred that is not a Participating Investor.

(D) "Affiliated Entity" shall mean, only for purposes of this Section C(4)(d), as to any entity, another entity that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such specified entity.

(E) "Conversion Time" shall mean the earliest to occur of (i) the time of the final closing of the sale of securities in a transaction or series of related transactions constituting a Dilutive Issuance, (ii) the time immediately prior to the time a holder of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred attempts to voluntarily convert any of such shares into Common Stock pursuant to Section C(1), or (iii) the time immediately prior to the time the outstanding Preferred Stock is automatically converted into Common Stock pursuant to Section C(2).

(F) "Share Cap" shall mean:

(i) At or prior to the time of the final closing of the sale of Series E Preferred in a transaction or series of related transactions constituting the first Dilutive Issuance after the filing of this Amended and Restated Certificate of Incorporation: a number of shares equal to (1) \$7,000,000 less the aggregate purchase price of all Series E Preferred actually offered by the Corporation to all holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, and Series D Preferred in accordance with the provisions of this Section C(4)(d) in all Dilutive Issuances occurring after the filing time of this Amended and Restated Certificate of Incorporation, divided by (2) the price per share of the securities to be issued and sold in such Dilutive Issuance; and

(ii) After the time of the final closing of the sale of Series E Preferred in a transaction or series of related transactions constituting the first Dilutive Issuance after the filing of this Amended and Restated Certificate of Incorporation: a number of shares equal to (1) \$2,000,000 less the aggregate purchase price of all securities actually offered by the Corporation to all holders of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred in accordance with the provisions of this Section C(4)(d) in all Dilutive Issuances occurring after the time of the final closing of the sale of Series E Preferred in a transaction or series of related transactions constituting the first Dilutive Issuance after the filing of this Amended and Restated Certificate of Incorporation, divided by (2) the price per share of the securities to be issued and sold in such Dilutive Issuance.

(G) "Dilutive Issuance" shall mean an issuance of Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section C(4)(b), but, for purposes of this Section C(4)(d) only, without giving effect to the second to last proviso of the introductory paragraph of such Section preventing Additional Shares of Common Stock from being deemed issued unless the consideration per share of such Additional Shares of Common Stock was less than the applicable Conversion Price of the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred) after the original issue date for the Series D Preferred without consideration or for consideration per share less than or equal to the Conversion Price for the Series D Preferred in effect in the date of and immediately prior to stock issuance.

(ii) Mechanics of Special Mandatory Conversion.

(A) In the event the Corporation proposes to undertake a Dilutive Issuance, it shall give each holder of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred a written notice (the "Issuance Notice") of its intention, describing the type of securities proposed to be issued in the Dilutive Issuance, the price and number of such securities and the general terms upon which the Corporation proposes to issue such securities, at least five (5) days prior to the date of such Dilutive Issuance. Each holder of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred; or any representative of such holder on behalf of such holder, may, within five (5) days from the time of receipt by the holder (by mail, fax, overnight delivery, or electronic delivery) of the Issuance Notice, provide written notice to the Corporation that such holder agrees to purchase securities in the Dilutive Issuance for the price and upon the terms specified in the Issuance Notice. In the event that such holder fails to actually

become or be deemed to be a Participating Investor (other than as a result of the Corporation failing to offer such holder an opportunity to purchase such holder's Pro Rata Share) at or prior to the Conversion Time, then such holder shall be deemed to be a Nonparticipating Investor.

(B) All shares of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred held by a Nonparticipating Investor shall be converted automatically as of the Conversion Time into shares of Common Stock at the Conversion Rate for such shares of Preferred Stock in effect as of immediately prior to the initial closing of such Dilutive Issuance (and without giving effect to the adjustment to the Conversion Price for such shares of Preferred Stock as a result of or in connection with such Dilutive Issuance).

(C) Upon the conversion of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred held by a Nonparticipating Investor as set forth in this Section C(4)(d)(ii), such shares of Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall no longer be outstanding on the books of the Corporation, and may not be reissued, and the Nonparticipating Investor shall be treated for all purposes as the record holder of such shares of Common Stock, acquired pursuant to the conversion of the Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred at the Conversion Time.

e. Determination of Consideration. For purposes of this Section C(4), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(i) Cash and Property: Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation.

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors irrespective of any accounting treatment; 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 clauses (A) and (B) above, as determined in good faith by the Board of Directors.

(ii) 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 Section C(4)(b), 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 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.

5. Fractional Shares. In lieu of any fractional shares to which the holder of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of one share of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred, as applicable, as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred of each holder at the time converting into Common Stock and the number of shares of Common Stock issuable upon each such holder's aggregate conversion.

6. Adjustment of Conversion Price; Cash Dividends; Merger Consideration.

a. The Conversion Price of each share of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall be subject to adjustment from time to time as follows: (i) if the number of shares of Common Stock outstanding at any time after the date hereof is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, on the date such payment is made or such change is effective, the Conversion Price of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred, as applicable, shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of any shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred shall be increased in proportion to such increase of outstanding shares; or (ii) if the number of shares of Common Stock outstanding at any time after the date hereof is decreased by a combination of the outstanding shares of Common Stock, then, on the effective date of such combination, the Conversion Price of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred, as applicable, shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of any shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred shall be decreased in proportion to such decrease in outstanding shares.

b. In case the Corporation shall declare a cash dividend upon its Common Stock payable otherwise than out of retained earnings or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), stock or other securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for Common Stock or other securities of the Corporation convertible into or exchangeable for Common Stock), then, in each such case, the holders of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall, concurrent with the distribution to holders of Common Stock, receive a like distribution based upon the number of shares of Common Stock into which such Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred is then convertible.

c. In case at any time after the date hereof, there is any capital reorganization, or any reclassification of the stock of the Corporation (other than as a result of a stock dividend or subdivision, split-up or combination of shares), the shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall, after such reorganization or reclassification, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or otherwise to which such holder would have been entitled if immediately prior to such reorganization or reclassification such holder had converted its shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred into Common Stock. The provisions of this Section C(6)(c) shall similarly apply to successive reorganizations or reclassifications.

d. Except as otherwise specified, all calculations under Section C(4) and this Section C(6) shall be made to the nearest \$0.00001 or to the nearest one hundredth (1/100) of a share, as the case may be.

7. Minimal Adjustments. No adjustment in the Conversion Price for the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred need be made if such adjustment would result in a change in the Conversion Price of less than \$0.0001. Any adjustment of less than \$0.0001 which is not made as a result of the provisions of this Section C(7) shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$0.0001 or more in the Conversion Price.

8. No Impairment. The Corporation will not, without the consent of the holders of at least 66 2/3% of the outstanding Preferred Stock voting together as a single class on an as-converted to Common Stock basis, 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 C 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 Preferred Stock against impairment. This

provision shall not restrict the Corporation's right to amend its Certificate of Incorporation with the requisite stockholder consent.

9. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate pursuant to Sections C(4), (6) or (7), the 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 Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred, as applicable, a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon written request at any time of any holder of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (i) all such adjustments and readjustments; (ii) the Conversion Rate at the time in effect; and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred.

10. Notices of Record Date. In the event of any taking by the 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, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the Corporation shall mail to each holder of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred at least twenty (20) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution or right, and the amount and character of such dividend, distribution or right.

11. Notices. Any notice required by the provisions of this Section C to be given to any holder of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred shall be deemed given or received if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the Corporation's books.

D. Voting Rights.

1. Generally. The holder of each share of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which each share of such Preferred Stock could be converted on the record date for the vote or written consent of stockholders and, except as otherwise required by law, shall have voting rights and powers equal to the voting rights and powers of the Common Stock. The holder of each share of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation and shall vote with holders of the Common Stock upon all matters submitted to a vote of stockholders, except with respect to those matters required pursuant to Section D(2) or Section F or by law to be submitted to a class or series vote. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common

Stock into which shares of Preferred Stock held by each holder could be converted) shall be disregarded. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. Notwithstanding the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware, the holders of Common Stock shall vote together with the holders of Preferred Stock as a single class with respect to any proposed amendment hereto that would increase the authorized number of shares of Common Stock, with each such share being entitled to such number of votes per share as is provided in this Article FOUR, and the holders of Common Stock shall not be entitled to a separate class vote with respect thereto unless otherwise required by law.

2. Directors.

a. Number of Directors. Except as reduced by Section D(2)(c), there shall be seven (7) directors of the Corporation, provided that, such number of directors may be increased with the affirmative vote or written consent of the holders of a majority of Common Stock, voting as a separate class and the holders of at least 66 2/3% of the outstanding Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred, voting together as a single class on an as-converted basis.

b. Election by Class. The directors shall be elected as follows:

(i) Four (4) directors (the "Preferred Directors") shall be elected by the holders of a majority of the outstanding shares of Preferred Stock, voting together as a single class.

(ii) One (1) director (the "Common Director") shall be elected by the holders of a majority of the outstanding shares of Common Stock, voting together as a single class.

(iii) Any remaining directors (the "Joint Directors") shall be elected by the holders of a majority of the outstanding Common Stock and Preferred Stock, voting separately as separate classes, on an as-converted-to-Common-Stock basis.

c. Removal of Directors, Reduction of Number of Directors.

(i) If at any time there are fewer than 100,000 shares (appropriately adjusted for stock splits, stock dividends, recapitalizations and similar events) of Preferred Stock, combined, outstanding (i) the right of the holders of the shares of Preferred Stock to elect the Preferred Directors will terminate; (ii) a voting shift shall be effected and the term of office of the Preferred Directors will automatically terminate; and (iii) the authorized number of directors shall be reduced by four. In addition, the Preferred Directors may be removed by vote or written consent of a majority of the shares of Preferred Stock then outstanding, voting together as a single class on an as-converted basis.

(ii) The Common Director may be removed by vote or written consent of a majority of the shares of Common Stock then outstanding, voting as a single class.

(iii) The Joint Directors may be removed by vote or written consent of a majority of the shares of Common Stock and Preferred Stock then outstanding, voting separately as separate classes, on an as-converted basis.

d. Vacancies.

(i) In the event of a vacancy on the Board of Directors created by the resignation, death, or removal of a Preferred Director, such vacancy shall be filled: (i) by the Corporation's Board of Directors; or (ii) by vote or written consent of the holders of a majority of the Preferred Stock then outstanding, voting together as a single class.

(ii) In the event of a vacancy on the Board of Directors created by the resignation, death, or removal of the Common Director, such vacancy shall be filled: (i) by the Corporation's Board of Directors; or (ii) by vote or written consent of the holders of a majority of the Common Stock then outstanding.

(iii) In the event of a vacancy on the Board of Directors created by the resignation, death, or removal of a Joint Director, such vacancy shall be filled: (i) by the Corporation's Board of Directors; or (ii) by vote or written consent of the holders of a majority of the Common Stock and Preferred Stock then outstanding, voting separately as separate classes, on an as-converted basis.

E. Redemption.

1. Redemption Right.

a. No Call by the Corporation. The Corporation shall not have the right to call for redemption all or any part of the Preferred Stock, but may, pursuant to the terms of this Section E have the obligation to redeem the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred.

b. Redemption of Preferred Stock. Upon receipt of written notice, delivered to the Corporation on or after December 31, 2010, from the holders of at least a majority of the aggregate number of then outstanding shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred (the "Redemption Call"), voting together as a single class on an as-converted to Common Stock basis, the Corporation shall redeem all, but not less than all, of the outstanding shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred, as provided in this Section E, by paying in cash therefor on the Redemption Date (as defined below) an amount per share of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred, as applicable, equal to the Original Series A Issue Price, Original Series A-1 Issue Price, Original Series B Issue Price, Original Series C Issue Price, Original Series D Issue Price, Original Series E Issue Price or Original Series E-1 Issue Price, as applicable plus any unpaid dividends, whether accrued or declared, as applicable, (the "Series A Redemption Price," "Series A-1 Redemption Price," "Series B Redemption Price," "Series C Redemption Price," "Series

D Redemption Price," "Series E Redemption Price," or "Series E-1 Redemption Price," as applicable).

c. Redemption Payments and Redemption Dates. The Corporation shall pay the Series A Redemption Price, Series A-1 Redemption Price, Series B Redemption Price, Series C Redemption Price, Series D Redemption Price, Series E Redemption Price and Series E-1 Redemption Price, as applicable, to the holders of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred to be redeemed, and such shares shall be redeemed in three installments (each, a "Redemption Payment") with the first such Redemption Payment being paid no later than sixty (60) days following the receipt by the Corporation of the Redemption Call, (the "First Redemption Date"), and the remaining two Redemption Payments being paid no later than the first and second anniversaries of the First Redemption Date, respectively (the date on which each such Redemption Payment is made being herein referred to as a "Redemption Date"). Subject to the foregoing, on the first, second and third Redemption Dates the Corporation shall redeem 33%, 50% and 100%, respectively, of the total number of shares of each of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred outstanding as of the date of each such Redemption Date.

2. Redemption Procedure.

a. Redemption Notice. At least thirty (30) but no more than sixty (60) days prior to a Redemption Date, the Corporation shall mail a written notice (the "Redemption Notice"), first class, postage prepaid, to each holder of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred of record at the close of business on the business day preceding the day on which such notice is given (at the address last shown on the records of the Corporation for such holder or given by the holder to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located), notifying such holder of the requested redemption of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred. The first Redemption Notice shall specify (i) the aggregate number of shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred to be redeemed from such holder pursuant to Section E(1)(b), as applicable; (ii) the number of shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred to be redeemed from such holder on the first specific Redemption Date; (iii) the Series A Redemption Price, Series A-1 Redemption Price, Series B Redemption Price, Series C Redemption Price, Series D Redemption Price, Series E Redemption Price or Series E-1 Redemption Price, as applicable, to be paid on such Redemption Date; and (iv) the manner and the place for surrendering to the Corporation the certificate(s) representing any shares to be redeemed. Subsequent Redemption Notices shall specify (i) the number of shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred to be redeemed from such holder on the Redemption Date for which such Redemption Notice was sent; (ii) the Series A Redemption Price, Series A-1 Redemption Price, Series B Redemption Price, Series C Redemption Price, Series D Redemption Price, Series E Redemption Price or Series E-1 Redemption Price, as applicable, to be

paid on said Redemption Date; and (iii) the manner and the place for surrendering to the Corporation the certificates representing the shares to be redeemed on such Redemption Date. Except as provided in Section E(2)(b), on or after each Redemption Date, each holder of shares of Preferred Stock to be redeemed shall surrender to the Corporation the certificate or certificates representing the shares subject to redemption on such Redemption Date, in the manner and at the place designated in the Redemption Notice, and thereupon the Series A Redemption Price, Series A-1 Redemption Price, Series B Redemption Price, Series C Redemption Price, Series D Redemption Price, Series E Redemption Price or Series E-1 Redemption Price, as applicable, in respect of each such share shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event less than all the shares represented by any such certificate are redeemed on a particular Redemption Date, a new certificate shall be issued to the holder representing the unredeemed shares.

b. Rights as Shareholder Terminate. From and after each Redemption Date, unless there shall have been a default in payment of the Series A Redemption Price, Series A-1 Redemption Price, Series B Redemption Price, Series C Redemption Price, Series D Redemption Price, Series E Redemption Price or Series E-1 Redemption Price, as applicable, all rights and preferences pertaining to those shares of Preferred Stock designated for redemption on such Redemption Date (except the right to receive the Series A Redemption Price, Series A-1 Redemption Price, Series B Redemption Price, Series C Redemption Price, Series D Redemption Price, Series E Redemption Price or Series E-1 Redemption Price, as applicable, without interest, upon surrender of the certificate or certificates therefor) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred or Series E-1 Preferred on any Redemption Date are insufficient to redeem the total number of shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible aggregate number of shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred ratably among the holders of such shares to be redeemed based upon their aggregate holdings of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Preferred Stock, such funds will immediately be used to redeem the balance of the shares which the Corporation has become obligated to redeem on any Redemption Date, but which it has not redeemed (a "Remainder Redemption"). In any Remainder Redemption the maximum possible aggregate number of unredeemed shares of Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred shall be redeemed ratably among the holders of such Remainder Redemption shares based upon their aggregate holdings of the Series A Preferred, Series A-1 Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Series E-1 Preferred.

F. Protective Provisions. In addition to any other rights provided by law, so long as 250,000 shares of Preferred Stock (as adjusted for Preferred Stock splits, stock dividends, recapitalizations and similar events) shall be outstanding, this Corporation shall not, without first

obtaining the affirmative vote or written consent of the holders of at least 66 2/3% of the then outstanding shares of Preferred Stock, voting together as a single class on an as-converted to Common Stock basis:

1. Amend the provisions of the Certificate of Incorporation or the Bylaws of the Corporation (including pursuant to a merger) so as to materially and adversely change the rights, preferences, privileges or restrictions on the Preferred Stock;
2. Increase the authorized number of directors on the Corporation's Board of Directors;
3. authorize or create (by reclassification, merger, consolidation or otherwise) a new class of shares having rights, preferences or privileges senior to, or pari passu with, the Preferred Stock;
4. authorize (i) a merger or consolidation of the Corporation with another entity after which the stockholders of the Corporation shall own less than a majority of the outstanding voting stock of the surviving corporation or (ii) a sale of all or substantially all of the assets of the Corporation;
5. authorize a liquidation or dissolution of the Corporation;
6. declare or pay any dividend or redeem or repurchase any shares of capital stock of the Corporation (including pursuant to a merger), other than redemption or repurchase from terminated employees or service providers, consultants or founders pursuant to contractual rights of repurchase or redemption, or redemptions made pursuant to the provisions of Section E herein; and
7. as otherwise provided by applicable law.

G. Status of Redeemed Stock. In the event any shares of Preferred Stock shall be redeemed pursuant to Section E by payment of the Series A Redemption Price, Series A-1 Redemption Price, Series B Redemption Price, Series C Redemption Price, Series D Redemption Price, Series E Redemption Price or Series E-1 Redemption Price, as applicable, on a Redemption Date, the shares so redeemed shall be canceled and shall not be issuable by the Corporation, and the Certificate of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

H. Reservation of Shares. The Corporation shall reserve and keep available at all times, so long as any shares of Preferred Stock remain outstanding, free from preemptive rights, out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Preferred Stock pursuant to any provision of this Certificate of Incorporation, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of the Preferred Stock. 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, 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.

I. Valid Issuance. All shares of Common Stock which may be issued upon conversion of the shares of Preferred Stock will, upon issuance by the Corporation, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof.

J. Payment of Taxes. The 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 the 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.

K. Residual Rights. All rights accruing to the outstanding shares of capital stock not expressly provided for to the contrary herein shall be vested in the Common Stock.

FIVE. The Corporation is to have perpetual existence.

SIX. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

SEVEN. The election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHT. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provisions 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 the Corporation.

NINE. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or his or her testator or intestate is or was a director, officer or employee of the Corporation, or any predecessor of the Corporation, or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation. Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

TEN. Advance notice of new business and stockholder nomination for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

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

TWELVE. For the purposes of all applicable legislation and regulation, each of the natural persons who are stockholders, officers and directors of the Corporation (the "Natural Persons") authorize 3i Technology Partners L.P., 3i Group plc and affiliates of 3i Group plc (both within and outside the United States, collectively "3i") to process (but only amongst such entities and their advisors and only within the meaning of European Directive 95/46/EC) any personal data concerning the Natural Persons which is obtained in the course of 3i's due diligence and other investment business. The personal data regarding the Natural Persons which 3i may process for such purposes shall include any such personal data which may have a bearing on the prudence or commercial merits of investing or disposing of any stock (or other investment or security) in the Corporation. Nothing in this authority shall entitle 3i to make any unauthorized disclosure of such personal data to third parties.

A. This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation.

B. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by the Board of Directors.