

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
AKORRI NETWORKS, INC.
Pursuant to Section 242
of the General Corporation Law of
the State of Delaware

Akorri Networks, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

The Board of Directors of the Corporation duly adopted resolutions, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth amendments to the Restated Certificate of Incorporation of the Corporation and declaring said amendments to be advisable. The stockholders of the Corporation duly approved said proposed amendments by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolutions setting forth the amendments are as follows:

RESOLVED: That the first paragraph of Article FOURTH of the Restated Certificate of Incorporation of the Corporation be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 41,739,781 shares, consisting of (i) 25,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock"), and (ii) 16,739,781 shares of Preferred Stock, \$.001 par value per share ("Preferred Stock"), of which 5,300,000 shares shall be designated "Series A Redeemable Preferred Stock" (the "Series A Preferred Stock"), 5,261,657 shares shall be designated Series B Convertible Preferred Stock (the "Series B Preferred Stock") and 6,178,124 shares shall be designated Series C Convertible Preferred Stock (the "Series C Preferred Stock")."

FURTHER

RESOLVED: That Section 4(a)(i)(B) of Article FOURTH of the Restated Certificate of Incorporation of the Corporation be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

"Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series C Original Issue Price (as defined in Section C.2(b) above) by the Series C Conversion Price (as defined below) in effect at the time of conversion. The "Series C Conversion Price" shall initially be equal to \$2.88. Such initial Series C Conversion Price, and the rate at which shares of Series C Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President this 16th day of July, 2008.

AKORRI NETWORKS, INC.

By: /s/ Thomas Joyce
Name: Thomas Joyce
Title: President