

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
ACUFOCUS, INC.**

AcuFocus, Inc., a corporation duly organized and existing under the General Corporation Law of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

That the amendment to the Corporation's Amended and Restated Certificate of Incorporation set forth in the following resolutions was approved by the Corporation's Board of Directors and stockholders and was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the state of Delaware:

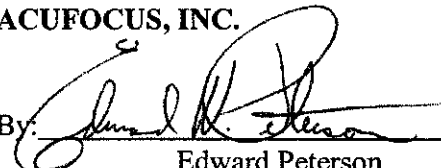
RESOLVED, that Article FOURTH of the Amended and Restated Certificate of Incorporation of the Corporation be amended and restated to read in its entirety as follows:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Twenty-Five Million Nine Hundred Fifty-Three Thousand Four Hundred Eighty Two (25,953,482) shares, of which: (i) Fifteen Million Eight Hundred Sixteen Thousand Two Hundred Forty-One (15,816,241) shall be designated shares of common stock, \$0.0001 par value per share (the "Common Stock"), and (ii) Ten Million One Hundred Thirty-Seven Thousand Two Hundred Forty-One (10,137,241) shall be designated shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock"). Of the shares of designated Preferred Stock, Two Million Four Hundred Sixty-Six Thousand Six Hundred Sixty-Seven (2,466,667) shares of Preferred Stock shall be designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), and Seven Million Six Hundred Seventy Thousand Five Hundred Seventy-Four (7,670,574) shares of Preferred Stock shall be designated "Series B Convertible Preferred Stock" (the "Series B Preferred Stock"). The Series A Preferred Stock and the Series B Preferred Stock are sometimes collectively referred to as the "Preferred Stock."

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation."

IN WITNESS WHEREOF, AcuFocus, Inc. has caused this certificate to be signed by its duly authorized President this 17 day of June, 2003.

ACUFOCUS, INC.

By:   
Edward Peterson  
President