

**SECOND AMENDMENT
TO
FOURTEENTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AOPTIX TECHNOLOGIES, INC.**

AOptix Technologies, Inc., a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law,

DOES HEREBY CERTIFY THAT:

ONE: The name of this corporation is AOptix Technologies, Inc., and that this corporation (the “*Corporation*”) was originally incorporated pursuant to the General Corporation Law of the State of Delaware on March 13, 2000, under the name “Zyoptics, Inc.”

TWO: The undersigned is the duly elected and acting President and Chief Executive Officer of the Corporation.

THREE: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, duly adopted resolutions amending the Fourteenth Amended and Restated Certificate of Incorporation of the Corporation as follows:

A new Section 10 is hereby inserted into Article IV of the Fourteenth Amended and Restated Certificate of Incorporation of the Corporation immediately following Section 9 of Article IV of the Fourteenth Amended and Restated Certificate of Incorporation of the Corporation, which Section 10 shall read in its entirety as follows:

“Waiver of Preferred Stock Rights, Privileges and Preferences. Any of the rights, powers, preferences, qualifications, limitations, restrictions and other terms set forth herein that are generally applicable to all series of Preferred Stock may be waived on behalf of the holders of Preferred Stock by the written consent or affirmative vote of the holders of a majority of the shares of Preferred Stock then outstanding, consenting or voting (as the case may be) as a single class on an as-converted to Common Stock basis. Any of the rights, powers, preferences, qualifications, limitations, restrictions and other terms set forth herein that are specific to the Series 1 Preferred Stock may be waived on behalf of all holders of Series 1 Preferred Stock by the written consent or affirmative vote of the holders of a majority of the shares of Series 1 Preferred Stock then outstanding. Any of the rights, powers, preferences, qualifications, limitations, restrictions and other terms set forth herein that are specific to the Series 2 Preferred Stock may be waived on behalf of all holders of Series 2 Preferred Stock by the written consent or affirmative vote of the holders of a majority of the shares of Series 2 Preferred Stock then outstanding.”

FOUR: All other provisions of the Fourteenth Amended and Restated Certificate of Incorporation will remain in full force and effect.

FIVE: Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment to Fourteenth Amended and Restated Certificate of Incorporation was submitted to the stockholders of the Corporation for their approval, and was duly adopted thereby in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, AOptix Technologies, Inc. has caused this Certificate of Amendment to Fourteenth Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer as of September 17, 2015.

AOPTIX TECHNOLOGIES, INC.

By: /S/ MICHAEL KLAYKO
Name: Michael Klayko
Title: CEO & President