

SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
ASPEN AVIONICS, INC.

Aspen Avionics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of Aspen Avionics, Inc. ("the Corporation") was filed with the Secretary of State of Delaware on November 18, 2005.

SECOND: The original Certificate of Incorporation of the Corporation was amended and restated on December 15, 2005 (such amended and restated Certificate of the Incorporation, the "First Restated Certificate of Incorporation").

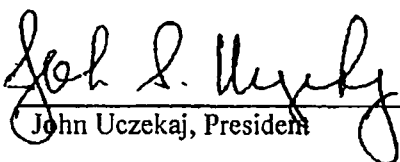
THIRD: The First Restated Certificate of Incorporation was amended on February 1, 2007 and May 15, 2007 pursuant to respective Certificates of Amendment to increase the authorized shares of the Corporation's capital stock.

FOURTH: The Second Restated Certificate of Incorporation of Aspen Avionics, Inc. in the form attached hereto as Exhibit A has been duly adopted in accordance with the provisions of Sections 245 and 242 of the General Corporation Law of the State of Delaware by the directors and stockholders of the Corporation.

FIFTH: The Second Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and is hereby incorporated herein by this reference.

IN WITNESS WHEREOF, Aspen Avionics, Inc. has caused this Certificate to be signed by the President and the Secretary this 28th day of June, 2007.

ASPEN AVIONICS, INC.

By 
John Uczekaj, President

ATTEST:

By 
Jeff Bethel, Secretary

EXHIBIT A

SECOND RESTATED CERTIFICATE OF INCORPORATION OF
ASPEN AVIONICS, INC.

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is Aspen Avionics, Inc.

ARTICLE II

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

ARTICLE III

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

ARTICLE IV

A. The Corporation is authorized to issue two classes of shares to be designated respectively Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of capital stock that the Corporation is authorized to issue is thirty-four million (34,000,000). The total number of shares of all series of Preferred Stock that the Corporation shall have authority to issue is fourteen million (14,000,000), par value one-tenth of one cent (\$0.001). The total number of shares of Common Stock that the Corporation shall have authority to issue is twenty million (20,000,000), par value one-tenth of one cent (\$0.001).

B. All the Preferred Stock shall be divided into series. The first series shall consist of six million (6,000,000) shares and is designated "Series A Preferred Stock," and the second series shall consist of eight million (8,000,000) shares and is designated "Series B Preferred Stock."

C. The powers, rights, preferences, privileges, restrictions and other matters relating to the Preferred Stock are as follows:

Section 1. Dividends

(a) Dividend Rights. The holders of outstanding shares of Series A Preferred Stock and Series B Preferred Stock shall be entitled to receive, pari passu (that is, in concurrent step with respect to each other but in proportion to the respective Original Purchase Price of such Preferred Stock) and out of any funds legally available therefor, distributions, payable in preference and priority to any distribution on Common Stock dividends at a rate of 8% per share

of Series A Preferred Stock and Series B Preferred Stock, respectively per annum (as adjusted for stock splits, stock dividends, recapitalizations and the like) of the Original Purchase Price (as defined below) of the Preferred Stock, payable ratably when and if declared by the Board of Directors, such that, and to the extent allowable and subject to such adjustments, each share of Series A Preferred Stock shall be entitled to be paid \$0.08, and each share of Series B Preferred Stock shall concurrently be entitled to be paid \$0.10. The "Original Purchase Price" of the Series A Preferred Stock shall be \$1.00, and the "Original Purchase Price" of the Series B Preferred Stock shall be \$1.25. No dividends shall be paid on any share of Common Stock unless a dividend (including the amount of any dividends paid pursuant to the above provisions of this Section 1) is paid with respect to all outstanding shares of Preferred Stock in an amount for each such share of Preferred Stock greater than the aggregate amount of such dividends for all shares of Common Stock into which each such share of Preferred Stock could then be converted. The right to distributions on the Preferred Stock shall not be cumulative, and no right shall accrue to holders of Preferred Stock by reason of the fact that distributions on such shares are not declared or paid in any prior year nor shall any undeclared or unpaid dividend bear or accrue interest. As used in this Section, "distributions" shall exclude purchases of shares of the Corporation in connection with the repurchase of shares of Common Stock issued to or held by employees, consultants, officers and directors pursuant to agreements providing for the right of such repurchase.

(b) Distributions In-Kind. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights to purchase any such securities or evidences of indebtedness, then, in each such case the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though the holders of the Preferred Stock were the holders of the number of shares of Common Stock of the Corporation into which their respective shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

Section 2. Preference on Liquidation

(a) Amount, Priority, Etc.

(i) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of the Series A Preferred Stock and Series B Preferred Stock then outstanding shall be entitled to be paid, *pari passu* (that is, in concurrent step with each other but in proportion to the respective Original Purchase Price of such Preferred Stock) and out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the Corporation's Common Stock, an amount equal to the respective Original Purchase Price per share of Series A Preferred Stock and Series B Preferred Stock (adjusted for any stock splits, stock dividends, recapitalizations and the like), such that, and to the extent allowable and subject to such adjustments, each share of Series A Preferred Stock shall be entitled to be paid \$1.00, and each share of Series B Preferred Stock shall concurrently be entitled to be paid \$1.25, plus all declared but unpaid dividends thereon to the date fixed for distribution. If, upon

liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of the Series A Preferred Stock and Series B Preferred Stock the full amounts to which they shall be entitled as set forth above, the holders of the Series A Preferred Stock and Series B Preferred Stock shall receive a proportionate percentage pro rata distribution of assets according to the preferential amounts which would be payable in respect of shares held by them upon such distribution if all preferential amounts payable on or with respect to such shares were paid in full.

(ii) After the full payment to the holders of the Series A Preferred Stock and Series B Preferred Stock of the preferential amounts so payable to them pursuant to Section 2(a)(i), in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Common Stock, together with the holders of Series A Preferred Stock and Series B Preferred Stock shall be entitled to be paid, *pari passu* and out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, an amount distributed ratably among the holders of Common Stock, Series A Preferred Stock, and Series B Preferred Stock in proportion to the number of shares of Common Stock (A) then held, with respect to the Common Stock, and (B) into which shares of Series A Preferred Stock and Series B Preferred Stock, are then convertible, provided that each holder of Series B Preferred Stock (with respect to Series B Preferred Stock only) shall cease to participate in such distribution after each such holder has received an amount equal to an amount equal to \$2.50 per share of Series B Preferred Stock so held, as adjusted to reflect stock splits, stock dividends and other recapitalizations, including payments made pursuant to Section 2(a)(i) above and this Section 2(b)(ii).

(b) Shares not Treated as Both Preferred Stock and Common Stock in any Distribution. For the avoidance of doubt, and notwithstanding Section 4(a) of this Article IV, Paragraph C with respect to optional conversions or anything else which may be construed to the contrary herein, shares of Preferred Stock shall not be entitled to be converted into shares of Common Stock in order to participate in any distribution, or series of distributions, as shares of Common Stock, without first entirely foregoing participation in the distribution, or series of distributions, as shares of Preferred Stock.

(c) Merger or Reorganization. For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to include (A) the merger, consolidation, acquisition of the Corporation, sale of control or other similar transaction of the Corporation into or with another corporation in which the stockholders of the Corporation immediately prior to the transaction shall own less than 50% of the voting securities of the surviving corporation or (B) the sale, transfer or lease (but not including a transfer by pledge or mortgage to a bona fide lender) of all or substantially all of the assets of the Corporation (each a "Liquidation Event"). Subject to dissenters' rights and other rights under law and the exercise thereof by the holders of shares of Common Stock and/or Preferred Stock, upon the occurrence of a Liquidation Event, the entire consideration paid in connection with the relevant transaction and any other funds and assets of the Corporation legally available for distribution shall be distributed as provided in this Section 2, and each stockholder shall take the necessary actions to effect the distribution as provided in this Section 2.

(d) Valuation of 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 Corporation's Board of Directors, except that any publicly-traded securities to be distributed to stockholders in a Liquidation Event shall, unless otherwise specified in the definitive written agreement(s) governing such Liquidation Event, be valued as follows:

(i) If the securities are then traded on a national securities exchange or a national quotation system, then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading day period ending five (5) trading days prior to the distribution; or

(ii) if the securities are actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the distribution.

In the event of a merger or other acquisition of the Corporation by another entity, the distribution date shall be deemed to be the date such transaction closes.

For the purposes of this Section 2(d), "trading day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "closing prices" or "closing bid prices" shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or Nasdaq, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

Section 3. Voting.

(a) The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such share of Preferred Stock could then be converted (with any fractional share determined on an aggregate conversion basis being rounded to the nearest whole share), and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any questions upon which holders of Common Stock have the right to vote, except as set forth in Section 3(b) of this Article IV, Paragraph C, and otherwise required by this Certificate of Incorporation or by law. Fractional votes by the holders of Preferred Stock shall not be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest number.

(b) So long as at least 25% of the Preferred Stock remains outstanding, the holders of the Preferred Stock, voting together as a single class, shall be entitled to elect four (4) directors to the Corporation's Board of Directors (the "Preferred Designees"). The holders of the Common Stock, voting together as a single class, shall be entitled to designate two (2) directors to the Corporation's Board of Directors (the "Common Designees"). Any additional members of the Corporation's Board of Directors shall be elected by the holders of Common Stock and Preferred Stock, voting together as a single class. Any vacancies on the Corporation's Board of Directors shall be filled by vote of the holders of the class of stock originally entitled to elect the director whose absence or resignation created such vacancy.

(c) Additionally, and in accordance with Section 141(k) of the General Corporation Law of the State of Delaware, any director who is a Preferred Designee or Common Designee may be removed, in respect to the removal without cause of such a director, only by the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors.

Section 4. Conversion

(a) Optional and Automatic Conversion. Each share of Preferred Stock shall be convertible at the option of the holder thereof at any time into fully paid and nonassessable shares of Common Stock of the Corporation. Each and every share of Preferred Stock shall automatically be converted into fully paid and nonassessable shares of Common Stock of the Corporation (i) upon approval by vote or written consent of the holders of sixty percent (60%) or more of the total number of shares of Preferred Stock outstanding, or (ii) immediately upon the closing of the sale of the Corporation's Common Stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended ("Securities Act"), covering the offer and sale of Common Stock for the account of the Company in which (A) the per share price (before deduction of underwriting commissions and expenses) is determined from a valuation of the Corporation, immediately prior to the offering, of at least fifty million dollars (\$50,000,000) and (B) the gross proceeds to the Corporation (before deduction of underwriting commissions and expenses) are at least twenty million dollars (\$20,000,000) (the "Initial Qualified Public Offering").

(b) Conversion Price. The number of shares of Common Stock into which each share of the Series A Preferred Stock and Series B Preferred Stock may be converted shall be determined by dividing the respective Original Purchase Price, plus accrued and unpaid dividends, by the Conversion Price (determined as hereinafter provided) in effect at the time of the conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series A Preferred Stock and Series B Preferred Stock shall initially be the respective Original Purchase Price per share of Common Stock. Such initial "Conversion Price" shall be adjusted as hereinafter provided.

(c) Procedure for Conversion. The holder of any shares of Preferred Stock may exercise the conversion rights as to such shares or any part thereof by delivering to the Corporation during regular business hours, at the Corporation's principal office or at the office of any transfer agent of the Corporation for the Preferred Stock, or at such other place as may be

designated by the Corporation, the certificate or certificates for the shares to be converted, duly endorsed for transfer to the Corporation (if required by it), accompanied by written notice stating that the holder elects to convert such shares. Conversion shall be deemed to have been effected on the date when such delivery is made, or the conditions for automatic conversion set forth in subsection 4(a) above have been satisfied, and such date is referred to herein as the "Conversion Date." As promptly as practicable thereafter the Corporation shall issue and deliver to or upon the written order of such holder, at such office or other place designated by the Corporation, a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled and a check for cash with respect to any fractional interest in a share of Common Stock as provided in subsection 4(d) below. The holder shall be deemed to have become a stockholder of record on the applicable Conversion Date unless the transfer books of the Corporation are closed on that date, in which event the holder shall be deemed to have become a stockholder of record on the next succeeding date on which the transfer books are open, but the Conversion Price shall be that in effect on the Conversion Date. Upon conversion of only a portion of the number of shares of Preferred Stock represented by a certificate surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Preferred Stock representing the unconverted portion of the certificate so surrendered.

(d) No Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of shares of Preferred Stock. If more than one share of Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Preferred Stock so surrendered. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest equal to the fair market value of such fractional interest as determined in good faith by the Corporation's Board of Directors.

(e) Common Stock Reserve. The Corporation shall at all times reserve and keep available, out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Preferred Stock, the full number of shares of Common Stock issuable upon the conversion of all Preferred Stock from time to time outstanding. The Corporation shall from time to time (subject to obtaining necessary director and stockholder action), in accordance with the laws of the State of Delaware, increase the authorized amount of its Common Stock if at any time the authorized number of shares of its Common Stock remaining unissued shall not be sufficient to permit the conversion of all of the shares of Preferred Stock at the time outstanding.

(f) Status of Converted Stock. All certificates of Preferred Stock surrendered for conversion shall be appropriately canceled on the books of the Corporation, and the shares so converted shall be restored to the status of authorized but unissued Preferred Stock of the Corporation, undesignated as to series.

(g) Notice of Certain Events. In case:

(i) the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend, or any other distribution, payable otherwise than in cash; or

(ii) the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to subscribe for or purchase any shares of stock of any class or to receive any other rights; or

(iii) of any capital reorganization of the Corporation, reclassification of the capital stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock), or a consolidation or merger of the Corporation with or into another corporation or conveyance of all or substantially all of the assets of the Corporation to another corporation;

then, and in any such case, the Corporation shall cause to be mailed by first class mail to the transfer agent for the Preferred Stock, and to the holders of record of the outstanding Preferred Stock, at least ten (10) days prior to the date hereinafter specified, a notice stating the date on which (x) a record is to be taken for the purpose of such dividend, distribution or rights, or (y) such reclassification, reorganization, consolidation, merger or conveyance is to take place and the date, if any is to be fixed, as of which holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, reorganization, consolidation, merger, conveyance, dissolution, liquidation or winding up.

Section 5. Adjustment of Conversion Price.

The Conversion Price of the Preferred Stock from time to time in effect shall be subject to adjustment from time to time as follows:

(a) Stock Dividends, Stock Splits, Etc. In case the Corporation shall at any time subdivide the outstanding shares of Common Stock, or shall issue a stock dividend on its outstanding Common Stock, the Conversion Price of the Series A Preferred Stock and Series B Preferred Stock in effect immediately prior to such subdivision or the issuance of such dividend shall be proportionately decreased, and in case the Corporation shall at any time combine the outstanding shares of Common Stock, the Conversion Price of the Series A Preferred Stock and Series B Preferred Stock in effect immediately prior to such combination shall be proportionately increased, effective at the close of business on the date of such subdivision, dividend or combination, as the case may be.

(b) Reorganization, Etc. In case of any capital reorganization (other than a subdivision or combination of outstanding shares or a transaction deemed to be a liquidation, dissolution, or winding up of the Corporation pursuant to Section 2(b) above) or any reclassification of the capital stock of the Corporation, each share of Series A Preferred Stock and Series B Preferred Stock shall thereafter be convertible into the number of shares of stock or

other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series A Preferred Stock and Series B Preferred Stock would have been entitled upon such reorganization or reclassification; and, in any such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions herein set forth with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock and Series B Preferred Stock, to the end that the provisions set forth herein (including provisions with respect to changes in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any share of stock or other property thereafter deliverable upon the conversion of the Series A Preferred Stock and Series B Preferred Stock.

(c) Issuances at Less Than The Conversion Price. Upon the issuance by the Corporation of Common Stock, or any right or option to purchase Common Stock or stock convertible into Common Stock, or any obligation or any share of stock convertible into or exchangeable for Common Stock for a consideration per share less than the Conversion Price of the Series A Preferred Stock or Series B Preferred Stock in effect immediately prior to the time of such issue or sale other than an issuance of stock or securities pursuant to subsections 5(a) or 5(b) or the issuance of shares of Common Stock upon conversion of any Series A Preferred Stock or Series B Preferred Stock, then forthwith upon such issue or sale, the Conversion Price of the Series A Preferred Stock or Series B Preferred Stock, as the case may be, shall be reduced to a price (calculated to the nearest cent) determined by multiplying the then existing Conversion Price by a fraction:

(i) the numerator of which shall be, an amount equal to the sum of (x) the number of shares of Common Stock outstanding immediately prior to such issue or sale, and (y) the number of shares of Common Stock that the aggregate "consideration actually received" (as defined below) by the Corporation upon such issue or sale would purchase at such existing Conversion Price; and

(ii) the denominator of which shall be, the sum of the number of shares of Common Stock outstanding immediately after such issue or sale and Additional Stock (as defined below).

For purposes of this subparagraph 5(c), the following provisions will be applicable:

(A) In the case of an issue or sale for cash of shares of Common Stock, the "consideration actually received" by the Corporation therefor shall be deemed to be the amount of cash received, before deducting therefrom any commissions or expenses paid by the Corporation.

(B) In case of the issuance (otherwise than upon conversion or exchange of obligations or shares of stock of the Corporation) of additional shares of Common Stock for a consideration other than cash or a consideration partly other than cash, the amount of the "consideration actually received" by the Corporation for such shares shall be deemed to be the fair market value of such consideration as determined in good faith by the Board of Directors.

(C) In case of the issuance by the Corporation in any manner of any rights to subscribe for or to purchase shares of Common Stock, or any options for the purchase of shares of Common Stock or stock convertible into Common Stock, all shares of Common Stock or stock convertible into Common Stock to which the holders of such rights or options shall be entitled to subscribe for or purchase pursuant to such rights or options shall be deemed "outstanding" as of the date of the offering of such rights or the granting of such options, as the case may be, and the minimum aggregate consideration named in such rights or options for the shares of Common Stock or stock convertible into Common Stock covered thereby, plus the consideration, if any, received by the Corporation for such rights or options, shall be deemed to be the "consideration actually received" by the Corporation (as of the date of the offering of such rights or the granting of such options, as the case may be) for the issuance of such shares.

(D) In case of the issuance or issuances by the Corporation in any manner of any obligations or of any shares of stock of the Corporation that shall be convertible into or exchangeable for Common Stock, all shares of Common Stock issuable upon the conversion or exchange of such obligations or shares shall be deemed issued as of the date such obligations or shares are issued, and the amount of the "consideration actually received" by the Corporation for such additional shares of Common Stock shall be deemed to be the total of (X) the amount of consideration received by the Corporation upon the issuance of such obligations or shares, as the case may be, plus (Y) the minimum aggregate consideration, if any, other than such obligations or shares, receivable by the Corporation upon such conversion or exchange, except in adjustment of dividends.

(E) The amount of the "consideration actually received" by the Corporation upon the issuance of any rights or options referred to in subsection (C) above or upon the issuance of any obligations or shares which are convertible or exchangeable as described in subsection (D) above, and the amount of the consideration, if any, other than such obligations or shares so convertible or exchangeable, receivable by the Corporation upon the exercise, conversion or exchange thereof shall be determined in the same manner provided in subsections (A) and (B) above with respect to the consideration received by the Corporation in case of the issuance of additional shares of Common Stock; provided, however, that if such obligations or shares of stock so convertible or exchangeable are issued in payment or satisfaction of any dividend upon any stock of the Corporation other than Common Stock, the amount of the "consideration actually received" by the Corporation upon the original issuance of such obligations or shares or stock so convertible or exchangeable shall be deemed to be the value of such obligations or shares of stock, as of the date of the adoption of the resolution declaring such dividend, as determined by the Board of Directors at or as of that date. On the expiration of any rights or options referred to in subsection (C), or the termination of any right of conversion or exchange referred to in subsection (D), or any change in the number of shares of Common Stock deliverable upon exercise of such options or rights or upon conversion of or exchange of such convertible or exchangeable securities, the Conversion Price then in effect shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustments made upon the issuance of such options, rights or convertible or exchangeable securities been made upon the basis of the delivery of only the number of shares of common stock actually delivered or to be delivered upon the exercise of such rights or options or upon the conversion or exchange of such securities.

(F) Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustment of the Conversion Price in the case of (the below referred to herein as "Additional Stock"):

(i) up to an aggregate of 956,938 shares of Common Stock (as adjusted for stock splits, stock dividends, recapitalizations and the like) issued or issuable from the date hereto to officers, directors, employees or consultants of the Corporation and its subsidiaries pursuant to stock grant, stock purchase and/or stock option plans or any other stock incentive program, arrangement or agreement approved by the Corporation's Board of Directors, which shall include the approval of all of the Preferred Designees;

(ii) shares issued in the Initial Qualified Public Offering;

(iii) shares issued or issuable in connection with the exercise, conversion or exchange of warrants issued by the Corporation in connection with a bank (or similar institution) financing or strategic partnership approved by the Corporation's Board of Directors, which shall include the approval of all of the Preferred Designees;

(iv) shares issued in an acquisition by the Corporation of another business or technology or product line that is approved by the Corporation's Board of Directors, which shall include the approval of all of the Preferred Designees;

(v) any shares of Common Stock or Preferred Stock that may be issued upon exercise or conversion of any security outstanding on the date this Second Restated Certificate of Incorporation is filed; or

(vi) any shares of Common Stock that may be issued upon conversion of the Preferred Stock.

(G) In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons or options or rights not referred to in this subsection (5)(c), then, in each such case, the holders of the Series A Preferred Stock and the Series B Preferred Stock shall be entitled to the distribution at the rate provided for in Section 1 above, and no adjustment to the Conversion Price provided for in this Section 5 shall be applicable.

For purposes of the foregoing, the per share consideration with respect to the sale or issuance of Preferred Stock shall be the price per share received by the Corporation, prior to the payment of any expenses, commissions, discounts and other applicable costs.

(d) Nonimpairment. Subject to the right of the Corporation to amend this Certificate upon obtaining necessary approvals required by this Certificate and applicable law, the Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, 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 5 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 the Series A Preferred Stock and Series B Preferred Stock against impairment.

(e) Certificate of Adjustment. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 5, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock and Series B Preferred Stock affected thereby 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 the written request at any time of any holder of Series A Preferred Stock or Series B Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (1) such adjustment or readjustment, (2) the Conversion Price at the time in effect, and (3) 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.

(f) Pay-to-Play; Special Mandatory Conversion.

(i) At any time following the date and time of filing of this Second Restated Certificate of Incorporation, if the Corporation conducts (in a single transaction or a series of related transactions approved by a majority of the Board of Directors) an equity financing in which it sells equity securities with aggregate proceeds to the Corporation of at least eight million dollars (\$8,000,000) (a "Qualified Financing"), then each holder who owns Series A Preferred Stock must purchase its Requisite Amount (as defined below). In the event a holder of Series A Preferred Stock elects not to purchase all of its Requisite Amount (as defined below), then, effective immediately after the first closing of such Qualified Financing, each share of such holder's Series A Preferred Stock shall automatically and without further action on the part of such holder be converted into one (1) share (the "Pay-to-Play Conversion Ratio") of Common Stock. Upon conversion pursuant to this Section 5(f), the shares of Series A Preferred Stock so converted shall be canceled and shall not be subject to reissuance. For the purposes of this Section 5(f), the following definitions shall apply:

(A) the "Requisite Amount" shall mean the total number of shares of securities equal to: the quotient of (1) the aggregate investment amount by the subject holder in its purchase of Series A Preferred Stock in the prior equity financing consummated on December 19, 2005, divided by (2) the price per share of the securities to be issued in the Qualified Financing;

(B) an "Affiliate" shall mean, with respect to any person or entity, a person or entity that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with the first person or entity; and

(C) "control" shall mean the possession, direct or indirect, of the power to direct or cause the direction of the management or policies of a person, whether through the ownership of voting securities, by contract or otherwise.

(ii) For the avoidance of doubt and for purpose of determining whether a Series A Preferred Stock holder has purchased its Requisite Amount, the amount of all shares of such securities purchased in the Qualified Financing by such Series A Preferred Stock holder and all Affiliates of such Series A Preferred Stock holder will be aggregated (but without duplication with respect to Affiliates of each other), provided, however, that, for purposes of this Section 5(f) and purposes set forth in this Section 5(f)(ii), NMSIC Classic LLC, NMSIC Co-Investment Fund LLP, or Sun Mountain Capital Partners (and/or its managing partners), shall not be deemed to be a holder or an "Affiliate" of any holder of Series A Preferred Stock.

(iii) The holder of any shares of Series A Preferred Stock converted pursuant to this Section 5(f) shall deliver to the Corporation during regular business hours at the office of any transfer agent of the Corporation of such Series A Preferred Stock, or at such other place as may be designated by the Corporation, the certificate or certificates representing the shares so converted, duly endorsed or assigned in blank or to the Corporation. As promptly thereafter as is practicable, the Corporation shall issue and deliver to such holder, at the place designated by such holder, a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled. The person in whose name the certificate for such shares of Common Stock is to be issued shall be deemed to have become a stockholder on the effective date of the conversion of the Series A Preferred Stock, unless the transfer books of the Corporation are closed on the date, in which case such person shall be deemed to have become a stockholder of record on the next succeeding date on which the transfer books are open.

Section 6. Protective Provisions.

So long as at least five percent (5%) of the shares of Series A Preferred Stock and Series B Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a two-thirds of the then outstanding shares of Series A Preferred Stock and Series B Preferred Stock, voting together as a class:

(a) alter or change the rights, preferences or privileges of the shares of Series A Preferred Stock or Series B Preferred so as to affect adversely the shares of such series, Series B Preferred Stock, or any series of Preferred Stock;

(b) increase or decrease (other than by conversion) the total number of authorized shares of Series A Preferred Stock or Series B Preferred Stock, except that this Section 6 shall not apply to the authorization or issuance of shares of Common Stock which have voting rights on par with shares of Series A Preferred Stock or Series B Preferred Stock;

(c) authorize or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) superior to or on parity with the Series A Preferred Stock or the Series B Preferred Stock;

(d) effect any Liquidation Event;

- (e) redeem any shares of Common Stock or Preferred Stock, except for repurchases of securities pursuant to agreements providing for the right to repurchase between the Corporation and its current and former employees, directors and independent contractors or consultants;
- (f) pay or declare any dividend on any shares of Common Stock or Preferred Stock;
- (g) increase or decrease the authorized number of directors;
- (h) make any change to this Second Restated Certificate of Incorporation or the Bylaws of the Company that adversely affects the rights, preferences or privileges of the Series A Preferred Stock or the Series B Preferred Stock; or
- (i) exchange, reclassify or cancel all or part of the Preferred Stock (except for (x) exchanges, reclassifications, or cancellations caused by or pursuant to a Liquidation Event and (y) cancellations caused by the conversion of Preferred Stock into Common Stock pursuant to Section 4 hereof).

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the power, subject to the provisions of Section 6 of Article IV, Paragraph C, both before and after receipt of any payment for any of the Corporation's capital stock, to adopt, amend, repeal or otherwise alter the Bylaws of the Corporation without any action on the part of the stockholders; provided, however, that the grant of such power to the Board of Directors shall not divest the stockholders of nor limit their power, subject to the provisions of Section 6 of Article IV, Paragraph C, to adopt, amend, repeal or otherwise alter the Bylaws.

ARTICLE VI

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

ARTICLE VII

The Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in this Second Restated Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE VIII

A director of the Corporation shall, to the full extent permitted by the Delaware General Corporation Law as it now exists or as it may hereafter be amended, not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of this

Second Restated Certificate of Incorporation inconsistent with the Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.