

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ALIPHCOM**

The undersigned, **HOSAIN RAHMAN** and **PATRICK CHIANG**, hereby certifies that:

1. They are the duly elected and acting Chief Executive Officer and Secretary, respectively, of AliphCom, a California corporation.

2. Section A of the THIRD Article of the Amended and Restated Articles of Incorporation of AliphCom, is hereby amended to read in full as follows:

“III

A. Authorized Capital Stock. The Company is authorized to issue two classes of shares, designated respectively “*Common Stock*” and “*Preferred Stock*”. The Company is authorized to issue one hundred eighty-seven million four hundred thousand (187,400,000) shares of Common Stock. The Company is authorized to issue one hundred eleven million one hundred thousand (111,100,000) shares of Preferred Stock, of which one million two hundred fifty thousand (1,250,000) shares are designated Series A Preferred Stock (“*Series A Preferred*”), two million one hundred thousand (2,100,000) shares are designated Series B Preferred Stock (“*Series B Preferred*”), twenty-three million five hundred thousand (23,500,000) shares are designated Series C Preferred Stock (“*Series C Preferred*”), one million two hundred fifty thousand (1,250,000) shares are designated Series 1-A Preferred Stock (“*Series 1-A Preferred*”), two million one hundred thousand (2,100,000) shares are designated Series 1-B Preferred Stock (“*Series 1-B Preferred*”), twenty-three million five hundred thousand (23,500,000) shares are designated Series 1-C Preferred Stock (“*Series 1-C Preferred*”) and fifty-seven million four hundred thousand (57,400,000) shares are designated Series 2 Preferred Stock (“*Series 2 Preferred*”).”

3. The foregoing amendment of Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.


4. The foregoing amendment of the articles of incorporation has been duly approved by the Company’s shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the foregoing amendment of the articles of incorporation is the following: 17,225,480 shares of Common Stock; 1,250,000 shares of Series 1-A Preferred Stock; 2,037,206 shares of Series 1-B Preferred Stock; 23,251,193 shares of Series 1-C Preferred Stock; and 24,829,559 shares of Series 2 Preferred Stock. The percentage approval required was greater than 50% of the outstanding shares of Common Stock and Preferred Stock, voting together as a single class on an as-converted basis, greater than 50% of the outstanding shares of Common Stock, voting separately as a single class, greater than 50% of the outstanding shares of Preferred Stock, voting separately as a single class, greater than 50% of the outstanding shares of Series 2 Preferred

Stock, voting separately as a single class, and greater than 50% of the outstanding shares of Series 1-A Preferred Stock, Series 1-B Preferred Stock and Series 1-C Preferred Stock, voting together as a single class. The number of shares approving the amendment equaled or exceeded that required.


[Signature Page Follows]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 19, 2007



Hossain Rahman, Chief Executive Officer



Patrick Chiang, Secretary