

**AMENDMENT TO THE
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ZYOPTICS, INC.**

Zyoptics, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"), DOES HEREBY CERTIFY:

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

Second: The Second Amended and Restated Certificate of Incorporation of said Corporation, filed on November 21, 2000 (the "Second Amended and Restated Certificate of Incorporation"), shall be amended as set forth in this Amendment to the Second Amended and Restated Certificate of Incorporation (the "Amendment").

Third: The first two paragraphs of Article IV of the Second Amended and Restated Certificate of Incorporation are hereby deleted in their entirety and replaced with the following:

"The Company is authorized to issue two classes of stock to be designated Common Stock and Preferred Stock. The aggregate number of shares that the Company shall have authority to issue is Forty-Three Million One Hundred Seventy-Five Thousand (43,175,000) consisting of Thirty-Four Million One Hundred Sixty-Two Thousand Five Hundred (34,162,500) shares of Common Stock, par value \$.01 per share, and Nine Million Twelve Thousand Five Hundred (9,012,500) shares of Preferred Stock, par value \$.01 per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The first series shall be designated "Series A Preferred Stock" and shall consist of Nine Million Twelve Thousand Five Hundred (9,012,500) shares. The rights, preferences, privileges and restrictions granted to and imposed upon the Series A Preferred Stock are as follows:"

Fourth: Paragraph 1(l) of Article IV of the Second Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

"Warrants" shall mean, collectively, that certain Common Stock Purchase Warrant to purchase up to 7,000,000 shares of Common Stock to be issued to KPCB Holdings, Inc.; that certain Common Stock Purchase Warrant to purchase up to 1,757,000 shares of Common Stock to be issued to idealab! Capital Partners II-A, LP; that certain Common Stock Purchase Warrant to purchase up to 60,000 shares of Common Stock to be issued to idealab! Capital Partners II-B, LP; that certain Common Stock Purchase Warrant to purchase up to 183,000 shares of Common Stock to be issued

to idealab! Capital Principals Funds, LP; and that certain Preferred Stock Purchase Warrant to purchase \$162,500 of Preferred Stock to be issued to Lighthouse Capital Partners IV, L.P.”

Fifth: The first sentence of paragraph 5(c) of Article IV of the Second Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

“The authorized number of directors shall be seven.”

Sixth: The foregoing Amendment has been duly approved by the Board of Directors of the Corporation.

Seventh: The foregoing Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law and written consent of stockholders was received in accordance with Section 228 of the General Corporation Law.

[Signature Page Follows]

IN WITNESS WHEREOF, ZYOPTICS, INC. has caused this Amendment to be executed by its Chief Executive Officer, this 7th day of August, 2001.

ZYOPTICS, INC.

By: 

Anthony Mazzarella
Chief Executive Officer