

**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 the first two paragraph of 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-Six Million Five Hundred Forty-Nine Thousand Two Hundred Twenty-Six (26,549,226) shares, of which: (i) Sixteen Million One Hundred Fourteen Thousand One Hundred Thirteen (16,114,113) shall be designated shares of common stock, \$0.0001 par value per share (the "Common Stock"), and (ii) Ten Million Four Hundred Thirty-Five Thousand One Hundred Thirteen (10,435,113) 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 Nine Hundred Sixty-Eight Thousand Four Hundred Forty-Six (7,968,446) 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."

IN WITNESS WHEREOF, AcuFocus, Inc. has caused this certificate to be signed by its duly authorized President this 9th day of March, 2004.

ACUFOCUS, INC.

By: /s/ EDWARD PETERSON
Edward Peterson
President

*State of Delaware
Secretary of State
Division of Corporations
Delivered 08:53 AM 03/29/2004
FILED 08:51 AM 03/29/2004
SRV 040226620 - 3455237 FILE*