

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
AKORRI NETWORKS, INC.

Akorri Networks, Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the corporation is Akorri Networks, Inc. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on January 3, 2005. The Certificate of Incorporation was restated on February 1, 2005, February 17, 2006, August 21, 2007, August 25, 2009 and March 8, 2010.
2. This Certificate of Amendment of the Restated Certificate of Incorporation was duly adopted by the Board of Directors and stockholders of the Corporation in accordance with the applicable provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.
3. The Restated Certificate of Incorporation is hereby amended by deleting the first paragraph of Article IV in its entirety and inserting the following in lieu thereof:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 195,355,674 shares, consisting of (i) 125,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock"), and (ii) 70,355,674 shares of Preferred Stock, \$.001 par value per share ("Preferred Stock"), of which 5,300,000 shares shall be designated "Series A Redeemable Preferred Stock" (the "Series A Preferred Stock"), 5,261,657 shares shall be designated Series B Convertible Preferred Stock (the "Series B Preferred Stock"), 6,178,124 shares shall be designated Series C Convertible Preferred Stock (the "Series C Preferred Stock"), 12,639,190 shares shall be designated Series D Convertible Preferred Stock (the "Series D Preferred Stock") and 40,976,703 shares shall be designated Series E Convertible Preferred Stock (the "Series E Preferred Stock")."

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 29th day of April, 2010.

A handwritten signature in black ink, appearing to read "Allan Wallack", written over a horizontal line.

Allan Wallack
Chief Executive Officer