

**SECOND CERTIFICATE OF AMENDMENT OF
SIXTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
AWAREPOINT CORPORATION**

AWAREPOINT CORPORATION (the "*Company*"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The name of the Company is AwarePoint Corporation, the original name of the Company is AWP Acquisition Corporation and the date on which the Certificate of Incorporation of the Company was originally filed with the Secretary of State of the State of Delaware was December 5, 2003.

SECOND: The Board of Directors of the Company, acting in accordance with provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation as follows:

1. Paragraph A of Article IV of the Sixth Amended and Restated Certificate of Incorporation, as amended by the First Amendment thereto, shall be amended to read in its entirety as follows:

"A. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is 244,967,470 shares, 100,600,000 shares of which shall be Common Stock (the "*Common Stock*") and 144,367,470 shares of which shall be Preferred Stock (the "*Preferred Stock*"). The Preferred Stock shall have a par value of \$0.001 per share and the Common Stock shall have a par value of \$0.001 per share."

THIRD: The foregoing amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, AwarePoint Corporation has caused this Second Certificate of Amendment to be signed by its Chief Financial Officer this 14th day of December, 2010.

AWAREPOINT CORPORATION

By: 

Stephen Zaniboni
Chief Financial Officer