

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**AMALFI SEMICONDUCTOR, INC.**

The undersigned, James L. Finch and Glen Van Ligten, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Amalfi Semiconductor, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on January 22, 2003.
3. The Amended and Restated Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

**ARTICLE I**

“The name of this corporation is Amalfi Semiconductor, Inc., (the “Corporation”).

**ARTICLE II**

The address of the Corporation’s registered office in the State of Delaware is 3500 South Dupont Highway, City of Dover, County of Kent. The name of its registered agent at such address is Incorporating Services, Ltd.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE IV**

Immediately upon the filing of this Amended and Restated Certificate of Incorporation in the Office of the Secretary of State of the State of Delaware (the “Effective Time”), each share of Common Stock outstanding immediately prior to the Effective Time (the “Outstanding Common Stock”), automatically and without any action on the part of the holder thereof, shall be converted and reconstituted into one-fifth (1/5th) of a share (the “Reverse Stock Split”). No fractional shares shall be issued upon the Reverse Stock Split of any share or shares of the Outstanding Common Stock. The number of shares issuable upon the Reverse Stock Split shall be determined on the basis of the total number of shares of Outstanding Common Stock held by each holder. If the Reverse Stock Split would result in any fractional share, such fractional share shall be rounded to the nearest whole share, with 0.5 rounded up. Every share number, dollar amount, conversion rate and other provision contained in this Amended and Restated Certificate

of Incorporation (including those relating to the rights, preferences and privileges of the Preferred Stock) has been adjusted for the Reverse Stock Split.

Immediately upon the Effective Time, (i) each share of Series A Preferred Stock outstanding immediately prior to the Effective Time (the "Series A Stock"), automatically and without any action on the part of the holder thereof, shall be reclassified as and converted into 0.23857556 shares of Series B-3 Preferred Stock, (ii) each share of Series A-1 Preferred Stock outstanding immediately prior to the Effective Time (the "Series A-1 Stock"), automatically and without any action on the part of the holder thereof, shall be reclassified as and converted into 0.25217563 shares of Series B-3 Preferred Stock, (iii) each share of Series B Preferred Stock outstanding immediately prior to the Effective Time (the "Series B Stock"), automatically and without any action on the part of the holder thereof, shall be reclassified as and converted into 0.25996524 shares of Series B-3 Preferred Stock, (iv) each share of Series B-1 Preferred Stock outstanding immediately prior to the Effective Time (the "Series B-1 Stock"), automatically and without any action on the part of the holder thereof, shall be reclassified as and converted into 0.27099125 shares of Series B-3 Preferred Stock and (v) each share of Series B-2 Preferred Stock outstanding immediately prior to the Effective Time (the "Series B-2 Stock"), automatically and without any action on the part of the holder thereof, shall be reclassified as and converted into 0.2 share of Series B-3 Preferred Stock (such reclassifications and conversions, the "Preferred Stock Recapitalization"). Each holder of a certificate or certificates that immediately prior to the Effective Time represented outstanding shares of Series A, Series A-1, Series B, Series B-1 or Series B-2 Stock (the "Old Preferred Certificates") will be entitled to receive, upon surrender of such Old Preferred Certificates to the Corporation for cancellation, a certificate or certificates (the "New Series B-3 Certificate," whether one or more) representing the number of shares of Series B-3 Preferred Stock into which and for which the shares of Series A, Series A-1, Series B, Series B-1 or Series B-2 Stock formerly represented by such Old Preferred Certificates so surrendered are reclassified under the terms hereof. From and after the Effective Time, Old Preferred Certificates shall represent only a right to receive New Series B-3 Certificates pursuant to the provisions hereof, and outstanding securities of the Corporation exercisable for or convertible into Series A, Series A-1, Series B, Series B-1 or Series B-2 Stock shall represent only a right to receive upon exercise or convertible thereof the shares of Series B-3 Preferred Stock as determined pursuant to the provisions hereof. No fractional shares shall be issued upon the conversion of any share or shares of the Series A, Series A-1, Series B, Series B-1 or Series B-2 Stock, and the number of shares of Series B-3 Preferred Stock to be issued shall be rounded to the nearest whole share, with 0.5 rounded up. The number of shares issuable upon the conversion provided herein shall be determined on the basis of the total number of shares of Series A, Series A-1, Series B, Series B-1 or Series B-2 Stock the holder is at the time converting into Series B-3 Preferred Stock and the number of shares of Series B-3 Preferred Stock issuable upon such aggregate conversion. Every share number, dollar amount, conversion rate and other provision contained in this Amended and Restated Certificate of Incorporation (including those relating to the rights, preferences and privileges of the Preferred Stock) has been adjusted for the Preferred Stock Recapitalization.

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares which the Corporation is authorized to issue is 230,071,195 shares, each with a par value of

\$0.0001 per share, 90,000,000 shares shall be Common Stock ("Common Stock") and 140,071,195 shares shall be Preferred Stock.

(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation (the "Restated Certificate") may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of 6,025,319 shares. The second series of Preferred Stock shall be designated "Series A-1 Preferred Stock" and shall consist of 9,810,471 shares. The third series of Preferred Stock shall be designated "Series B Preferred Stock" and shall consist of 15,540,000 shares. The fourth series of Preferred Stock shall be designated "Series B-1 Preferred Stock" and shall consist of 11,850,000 shares. The fifth series of Preferred Stock shall be designated "Series B-2 Preferred Stock" and shall consist of 30,000,000 shares. The sixth series of Preferred Stock shall be designated "Series B-3 Preferred Stock" and shall consist of 15,753,531 shares. The seventh series of Preferred Stock shall be designated "Series C Preferred Stock" and shall consist of 51,091,874 shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Series B-3 and Series C Preferred Stock are as set forth below in this Article IV(B). The Series B-3 and Series C Preferred Stock are together defined herein as "Preferred Stock."

1. **Dividend Provisions.** The holders of shares of Series C Preferred Stock shall be entitled to receive dividends (the "Series C Dividends") out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation, provided that an adjustment to the respective Conversion Price (as defined below) of such other securities or rights has been made in accordance with Section 4(d)(ii) below) on the Series B-3 Preferred Stock and Common Stock of the Corporation, at the rate of \$0.02826 per share (as adjusted for stock splits, stock dividends, reclassification or the like) per annum on each outstanding share of Series C Preferred Stock, payable quarterly when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Subject to the payment of the Series C Dividends as set forth in the previous sentence and the prior written consent of holders of a majority of the outstanding shares of the Series C Preferred Stock, the holders of shares of Series B-3 Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation, provided that an adjustment to the respective Conversion Price (as defined below) of such other securities or rights has been made in accordance with Section 4(d)(ii) below) on the Common Stock of the Corporation, at the rate of \$0.05713 per share (as adjusted for stock splits, stock dividends, reclassification or the like) per annum on each outstanding share of Series B-3 Preferred Stock, payable quarterly when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. After payment of such dividends and the prior written consent of holders of a majority of the outstanding shares of the Series C Preferred Stock, any additional dividends shall be distributed among the holders of Series B-3 and Series C Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock then held by each holder (assuming conversion of all such Preferred Stock into Common Stock).

## 2. **Liquidation.**

(a) **Series C Preference.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Series B-3 Preferred Stock and Common Stock by reason of their ownership thereof, an amount per share equal to \$0.471 per share (as adjusted for stock splits, stock dividends, reclassification or the like) for each share of Series C Preferred Stock then held by them, plus declared but unpaid dividends. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series C Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) **Series B-3 Preference.** Upon the completion of the distribution required by Section 2(a) above, in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series B-3 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to \$0.9522 per share (as adjusted for stock splits, stock dividends, reclassification or the like) for each share of Series B-3 Preferred Stock then held by them, plus declared but unpaid dividends. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series B-3 Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire remaining assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series B-3 Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(c) **Remaining Assets.** Upon the completion of the distributions required by Sections 2(a) and (b) above, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Series B-3 and Series C Preferred Stock and the Common Stock pro rata based on the number of shares of Common Stock held by each (assuming conversion of all such Preferred Stock into Common Stock).

### (d) **Certain Acquisitions.**

(i) **Deemed Liquidation.** For purposes of this Section 2, a liquidation, dissolution, or winding up of the Corporation shall be deemed to occur if the Corporation shall sell, convey, or otherwise dispose of all or substantially all of its property or business or merge with or into or consolidate with any other corporation, limited liability company or other entity (other than a wholly-owned subsidiary of the Corporation), including any transaction or series of transactions, which results in the transfer of 50% or more of the outstanding voting securities of the Corporation (any such transaction or series of transactions, a "Liquidation Transaction"), provided that none of the following shall be considered a Liquidation Transaction: (i) a merger effected exclusively for the purpose of changing the domicile of the

Corporation, (ii) a bona fide equity financing in which the Corporation is the surviving corporation, or (iii) a transaction in which the stockholders of the Corporation immediately prior to the transaction own, directly or indirectly, 50% or more of the voting power of the surviving corporation, in the same relative proportions, following the transaction.

(ii) Notwithstanding Sections 2(a), (b) and (c) above, for purposes of determining the amount each holder of shares of Preferred Stock is entitled to receive with respect to a liquidation, dissolution, or winding up of the Corporation or a Liquidation Transaction, each such holder of shares of a series of Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder's shares of such series into shares of Common Stock immediately prior to the liquidation, dissolution, or winding up of the Corporation or Liquidation Transaction, as applicable, if, as a result of an actual conversion, such holder would receive, in the aggregate, an amount greater than the amount that would be distributed to such holder if such holder did not convert such series of Preferred Stock into shares of Common Stock. If any such holder shall be deemed to have converted shares of a series of Preferred Stock into Common Stock pursuant to this paragraph, then the holder of such series shall not be entitled to receive any other distribution with respect to such series of Preferred Stock.

(iii) **Valuation of Consideration.** In the event of a deemed liquidation as described in Section 2(d)(i) above, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability:

(1) If traded on a securities exchange, the value shall be based on a formula approved by the Board of Directors and derived from the closing prices of the securities on such exchange over a specified time period;

(2) If actively traded over-the-counter, the value shall be based on a formula approved by the Board of Directors and derived from the closing bid or sales prices (whichever is applicable) of such securities over a specified time period; and

(3) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as specified above in Section 2(d)(iii)(A) to reflect the approximate fair market value thereof, as unanimously determined in good faith by the Board of Directors.

(iv) **Notice of Liquidation Transaction.** The Corporation shall give each holder of record of Series B-3 or Series C Preferred Stock written notice of any impending Liquidation Transaction not later than 10 days prior to the stockholders' meeting called to approve such Liquidation Transaction, or 10 days prior to the closing of such Liquidation Transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such Liquidation Transaction. The first of such notices shall describe the material terms and conditions of the impending Liquidation Transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes. Unless such notice requirements are waived, the Liquidation Transaction shall not take place sooner than 10 days after the Corporation has given the first notice provided for herein or sooner than 10 days after the Corporation has given notice of any material changes provided for herein. Notwithstanding the other provisions of this Restated Certificate, all notice periods or requirements in this Restated Certificate may be shortened or waived, either before or after the action for which notice is required, upon the written consent of the holders of at least a majority of the voting power of the outstanding shares of Preferred Stock (voting together as a single class and on an as converted basis) that are entitled to such notice rights.

(v) **Effect of Noncompliance.** In the event the requirements of this Section 2(d) are not complied with, the Corporation shall forthwith either cause the closing of the Liquidation Transaction to be postponed until the requirements of this Section 2 have been complied with, or cancel such Liquidation Transaction, in which event the rights, preferences, privileges and restrictions of the holders of Series B-3 and Series C Preferred Stock shall revert to and be the same as such rights, preferences, privileges and restrictions existing immediately prior to the date of the first notice referred to in Section 2(d)(iv).

### 3. **Redemption.**

(a) **Redemption Date and Price.** At any time after July 31, 2014, but within 30 days after receipt by the Corporation of a written request (a "**Redemption Election**") from the holders of not less than a majority of the then outstanding Preferred Stock, voting together as a single class and on an as converted basis, that all of the shares of such stock be redeemed, the Corporation shall, to the extent it may lawfully do so, redeem the number of shares specified in the Redemption Election in three equal annual installments (the date of each installment being a "**Redemption Date**") in accordance with the procedures set forth in this Section 3 by paying in cash therefor a sum per share equal to \$0.9522 per share of Series B-3 Preferred Stock and \$0.471 per share of Series C Preferred Stock (each as adjusted for stock splits, stock dividends, reclassifications or the like), plus all declared or accumulated but unpaid dividends on such shares (the "**Redemption Price**").

(b) **Number of Shares.** The number of shares of Preferred Stock that the Corporation shall be required under this Section 3 to redeem on each Redemption Date shall be equal to the amount determined by dividing (i) the aggregate number of shares of such series of Preferred Stock outstanding immediately prior to such Redemption Date by (ii) the number of remaining Redemption Dates (including the Redemption Date to which such calculation applies). Any redemption effected pursuant to this Section 3 shall be made on a pro rata basis among the

holders of the series of Preferred Stock based upon the total Redemption Price applicable to each holder's shares of Preferred Stock.

(c) **Procedure.** Within 15 days following its receipt of the Redemption Election, the Corporation shall mail a written notice, first class postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of Preferred Stock at the address last shown on the records of the Corporation for such holder, notifying such holder of the redemption to be effected, specifying the number of shares and series to be redeemed from such holder, the Redemption Date, the applicable Redemption Price, the place at which payment may be obtained and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, such holder's certificate or certificates representing the shares to be redeemed (the "Redemption Notice"). Except as provided in Section 3(c), on or after each Redemption Date, each holder of Preferred Stock to be redeemed shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be cancelled. In the event less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(d) **Effect of Redemption; Insufficient Funds.** From and after each Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of the shares of Preferred Stock designated for redemption on such Redemption Date in the Redemption Notice (except the right to receive the Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Preferred Stock on any Redemption Date are insufficient to redeem the total number of shares of Preferred Stock to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of such shares ratably among the holders of such shares to be redeemed based upon the total Redemption Price applicable to each such holder's shares of Preferred Stock which are subject to redemption on such Redemption Date. The shares of Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Preferred Stock, such funds will immediately be used to redeem the balance of the shares which the Corporation has become obliged to redeem on any Redemption Date but which it has not redeemed.

4. **Conversion.** The holders of Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) **Right to Convert.** Subject to Sections 4(c) and 8, each share of Series B-3 and Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock

as is determined by dividing (i) \$0.471 in the case of the Series B-3 Preferred Stock (as adjusted for stock splits, stock dividends, reclassification or the like) or (ii) \$0.471 in the case of the Series C Preferred Stock (as adjusted for stock splits, stock dividends, reclassification or the like), by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion (the conversion rate for the Series B-3 and Series C Preferred Stock into Common Stock is referred to herein as the “Conversion Rate” for such series). The initial Conversion Price per share shall be \$0.471 for shares of Series B-3 Preferred Stock and \$0.471 for shares of Series C Preferred Stock. Such initial Conversion Prices shall be subject to adjustment as set forth in Section 4(d) below.

(b) **Automatic Conversion.** Each share of Series B-3 and Series C Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate at the time in effect for such share immediately upon the earlier of (i) except as provided below in Section 4(c), the Corporation’s sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the “Securities Act”) which results in aggregate cash proceeds to the Corporation of at least \$50,000,000 (net of underwriting discounts and commissions) or (ii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Preferred Stock, voting together as a class and on an as converted basis; provided, however, that if such automatic conversion is in connection with a Liquidation Transaction in which the aggregate proceeds being distributed to the stockholders of the Corporation is less than \$40,000,000, the shares of Preferred Stock shall not be so converted without the vote or written consent of the holders of at least 66-2/3% of the outstanding shares of Preferred Stock, voting together as a single class on an as converted basis.

(c) **Mechanics of Conversion.** Before any holder of Series B-3 or Series C Preferred Stock shall be entitled to convert such Preferred Stock into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such series of Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of such series of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten public offering of securities registered pursuant to the Securities Act the conversion may, at the option of any holder tendering such Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event any persons entitled to receive Common Stock upon conversion of such Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.



(d) **Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations.** The Conversion Price of the Series B-3 and Series C Preferred Stock shall be subject to adjustment from time to time as follows:

(i) **Issuance of Additional Stock below Purchase Price.** If the Corporation should issue, at any time after the filing date of the Restated Certificate (the “Filing Date”), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for such series in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall automatically be adjusted as set forth in this Section 4(d)(i), unless otherwise provided in this Section 4(d)(i).

(A) **Adjustment Formula.** Whenever the Conversion Price is adjusted pursuant to this Section 4(d)(i), the new Conversion Price shall be determined by multiplying the Conversion Price then in effect by a fraction, (x) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (the “Outstanding Common”) plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such Conversion Price; and (y) the denominator of which shall be the number of shares of Outstanding Common plus the number of shares of such Additional Stock. For purposes of the foregoing calculation, the term “Outstanding Common” shall include shares of Common Stock deemed issued pursuant to Section 4(d)(i)(E) below.

(B) **Definition of “Additional Stock.”** For purposes of this Section 4(d)(i), “Additional Stock” shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to Section 4(d)(i)(E)) by the Corporation after the Filing Date) other than:

(1) Common Stock issued pursuant to stock dividends, stock splits or similar transactions, as described in Section 4(d)(ii) hereof;

(2) Shares of Common Stock issued or issuable to employees, consultants or directors of the Corporation directly or pursuant to a stock option plan, restricted stock plan, or other similar plan or arrangement unanimously approved by the Board of Directors;

(3) Capital stock, or options or warrants to purchase capital stock, issued to financial institutions or lessors in connection with commercial credit arrangements, equipment financings, commercial property lease transactions or similar transactions the principal purpose of which is other than raising capital through the sale of equity securities of the Corporation and which is unanimously approved by the Board of Directors;

(4) Shares of Common Stock or Preferred Stock issuable upon exercise of warrants, notes or other rights to acquire securities of the Corporation outstanding as of the date of this Amended and Restated Certificate of Incorporation;

(5) Capital stock, or warrants or options to purchase capital stock, issued in connection with bona fide acquisitions, mergers or similar transactions, the terms of which are approved by the Board of Directors;

(6) Shares of Common Stock issuable or issued upon conversion of the Series B-3 or Series C Preferred Stock;

(7) Shares of Common Stock issued or issuable in a public offering prior to or in connection with which all outstanding shares of Series B-3 and Series C Preferred Stock will be converted to Common Stock;

(8) Shares of Common Stock issued primarily for purposes other than raising capital that, with the unanimous approval of the Corporation's Board of Directors, are expressly not deemed "Additional Stock;"

(9) Shares of Common Stock issued or deemed issued pursuant to Section 4(d)(i)(E) as a result of a decrease in the Conversion Price of any series of Preferred Stock resulting from the operation of this Section 4(d);

(10) Shares of Series B-3 Preferred Stock issued in the Preferred Stock Recapitalization; and

(11) Shares of Series C Preferred Stock issued pursuant to that certain Series C Preferred Stock Purchase Agreement dated on or about the effective date of the Restated Certificate.

(C) **No Fractional Adjustments.** No adjustment of the Conversion Price for the Series B-3 or Series C Preferred Stock shall be made in an amount less than one hundred thousandths of one cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three years from the date of the event giving rise to the adjustment being carried forward.

(D) **Determination of Consideration.** In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof. In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(E) **Deemed Issuances of Common Stock.** In the case of the issuance (whether before, on or after the Filing Date) of securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common

Stock (the “Common Stock Equivalents”), the following provisions shall apply for all purposes of this Section 4(d)(i):

(1) The aggregate maximum number of shares of Common Stock deliverable upon conversion, exchange or exercise (assuming the satisfaction of any conditions to convertibility, exchangeability or exercisability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) of any Common Stock Equivalents and subsequent conversion, exchange or exercise thereof shall be deemed to have been issued at the time such securities were issued or such Common Stock Equivalents were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related Common Stock Equivalents (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution adjustments) upon the conversion, exchange or exercise of any Common Stock Equivalents (the consideration in each case to be determined in the manner provided in Section 4(d)(i)(D)).

(2) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon conversion, exchange or exercise of any Common Stock Equivalents, other than a change resulting from the antidilution provisions thereof, the Conversion Price of any series of Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the conversion, exchange or exercise of such Common Stock Equivalents.

(3) Upon the termination or expiration of the convertibility, exchangeability or exercisability of any Common Stock Equivalents, the Conversion Price of any series of Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and Common Stock Equivalents that remain convertible, exchangeable or exercisable) actually issued upon the conversion, exchange or exercise of such Common Stock Equivalents.

(4) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to Section 4(d)(i)(E)(1) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either Section 4(d)(i)(E)(2) or 4(d)(i)(E)(3).

(F) **No Increased Conversion Price.** Notwithstanding any other provisions of this Section 4(d)(i), except to the limited extent provided for in Sections 4(d)(i)(E)(2) and 4(d)(i)(E)(3), no adjustment of the Conversion Price pursuant to this Section 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(ii) **Stock Splits and Dividends.** In the event the Corporation should at any time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or Common Stock Equivalents without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of each of the Series B-3 and Series C Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in Section 4(d)(i)(E).

(iii) **Reverse Stock Splits.** If the number of shares of Common Stock outstanding at any time after the Filing Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for each of the Series B-3 and Series C Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) **Other Distributions.** In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in Section 4(d)(i) or 4(d)(ii), then, in each such case for the purpose of this Section 4(e), the holders of Series B-3 and Series C Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) **Recapitalizations.** If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2) provision shall be made so that the holders of the Series B-3 and Series C Preferred Stock shall thereafter be entitled to receive upon conversion of such Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of such Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of such Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(g) **No Fractional Shares and Certificate as to Adjustments.**

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Series B-3 or Series C Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series B-3 or Series C Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Series B-3 or Series C Preferred Stock pursuant to this Section 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of such Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series B-3 or Series C Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such series of Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of such series of Preferred Stock.

(h) **Notices of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series B-3 or Series C Preferred Stock, at least 10 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(i) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series B-3 and Series C Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of such series of Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of such series of Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging

in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

(j) **Notices.** Any notice required by the provisions of this Section 4 to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

5. **Voting Rights.**

(a) Except as expressly provided by this Restated Certificate or as provided by law, the holders of Series B-3 and Series C Preferred Stock shall have the same voting rights as the holders of Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and the holders of Common Stock and the Series B-3 and Series C Preferred Stock shall vote together as a single class on all matters. In all cases, each holder of Common Stock shall be entitled to one vote for each share of Common Stock held, and each holder of Series B-3 and Series C Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series B-3 and Series C Preferred Stock could be converted. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as converted basis (after aggregating all shares into which shares of Series B-3 or Series C Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) At each meeting of stockholders at which members of the Board of Directors are to be elected, or whenever members of the Board of Directors are to be elected by written consent of the stockholders, (i) the holders the Series B-3 Preferred Stock, voting as a separate and single class, shall be entitled to elect two (2) members of the Board of Directors, (ii) the holders of the Series C Preferred Stock, voting as a separate and single class, shall be entitled to elect two (2) members of the Board of Directors, (iii) the holders of the Common Stock, voting as a separate class, shall be entitled to elect one (1) member of the Board of Directors and (iv) the holders of the Common Stock and the Preferred Stock, voting as separate classes and, in the case of the Preferred Stock, on an as converted basis, shall be entitled to elect the remaining members of the Board of Directors.

(c) In the case of any vacancy in the office of a director occurring among the directors elected by the holders of Series B-3 Preferred Stock, voting as a separate and single class, in accordance with the provisions of Section 5(b) above, the remaining director or directors so elected by the Series B-3 Preferred Stock (or, if there is no remaining director, the holders of the Series B-3 Preferred Stock) voting as a separate and single class shall elect a successor or successors to serve for the unexpired term of the director whose office is vacant. In the case of any vacancy in the office of a director occurring among the directors elected by the holders of Series C Preferred Stock, voting as a separate and single class, in accordance with the provisions of Section 5(b) above, the remaining director or directors so elected by the Series C Preferred Stock (or, if there is no remaining director, the holders of the Series C Preferred Stock) voting as a separate and single class shall elect a successor or successors to serve for the

unexpired term of the director whose office is vacant. In the case of any vacancy in the office of the director elected by the holders of Common Stock, voting as a separate class, in accordance with the provisions of Section 5(b) above, the holders of Common Stock voting together as a separate class shall elect a successor to serve for the unexpired term of such director. In the case of any vacancy in the office of a director occurring among the directors elected by the holders of the Common Stock and the Preferred Stock, voting as separate classes, in accordance with the provisions of Section 5(b) above, the remaining director or directors so elected by the holders of the Common Stock and the Preferred Stock (or, if there is no remaining director, the holders of the Common Stock and the Preferred Stock), voting as separate classes and, in the case of the Preferred Stock, on an as converted basis, shall elect a successor or successors to serve for the unexpired term of the director whose office is vacant.

6. **Protective Provisions.**

(a) So long as at least 8,300,000 shares of Series C Preferred Stock are outstanding (as adjusted for stock splits, stock dividends, reclassification or the like), the Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of a majority of the then outstanding shares of Preferred Stock, voting together as a class and on an as converted basis:

(i) authorize or issue, or obligate itself to issue, any equity security, including any security (other than Series B-3 or Series C Preferred Stock) convertible into or exercisable for any equity security, having a preference over, or being on a parity with, the Series B-3 or Series C Preferred Stock with respect to voting (other than the pari passu voting rights of Common Stock under applicable law), dividends, redemption, conversion or upon liquidation;

(ii) pay any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation, provided that an adjustment to the respective Conversion Price (as defined above) of such other securities or rights has been made in accordance with Section 4(d)(ii) above) on the Common Stock of the Corporation;

(iii) increase or decrease (other than by conversion or in accordance with the redemption provisions of this Restated Certificate) the total number of authorized shares of Common Stock or Preferred Stock;

(iv) alter or change the rights, preferences or privileges of the shares of Series B-3 or Series C Preferred Stock so as to affect adversely the shares of such series;

(v) redeem, purchase or otherwise acquire (or pay into or set funds aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock other than in accordance with the redemption provisions of this Restated Certificate; provided, however, that this restriction shall not apply to the repurchase of shares of

Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares at no greater than cost upon the occurrence of certain events, such as the termination of employment, or through the exercise of any right of first refusal;

(vi) change the authorized number of directors of the Corporation;

(vii) amend the Corporation's Restated Certificate of Incorporation or Bylaws so as to affect adversely the shares of Preferred Stock or any series thereof;

(viii) effect a Liquidation Transaction;

(ix) increase shares of Common Stock issuable to employees, consultants or directors of the Corporation directly or pursuant to a stock option plan, restricted stock plan, or other similar plan or arrangement; or

(x) create, authorize or issue any debt security if the aggregate indebtedness of the Corporation and its subsidiaries for borrowed money following such action would exceed \$5,000,000, except as approved by the Board of Directors.

7. **Status of Redeemed or Converted Stock.** In the event any shares of Preferred Stock shall be redeemed or converted pursuant to Section 3 or Section 4 hereof, the shares so redeemed or converted shall be cancelled and shall not be issuable by the Corporation. The Restated Certificate shall be appropriately amended to effect the corresponding reduction in this corporation's authorized capital stock.

8. **Special Mandatory Conversion.**

(a) In the event after the date that the first share of Series C Preferred Stock is issued:

(1) the Corporation's Board of Directors approves a financing that will result in the sale of any shares of, or securities convertible into or exchangeable or exercisable for any shares of, its capital stock;

(2) the Board of Directors of the Corporation (with interested directors able to vote for purposes of this provision) determines that it is in the best interests of the Corporation for the holders of Preferred Stock of the Corporation to participate in such financing (in which case such financing will be deemed a "Mandatory Offering") and determines the aggregate dollar amount to be invested by all holders of Preferred Stock (the "Aggregate Investment Amount"), which, for avoidance of doubt, amount may represent more or less than the total proceeds actually raised by the Corporation from the holders of Preferred Stock in the financing;



(3) the holders of a majority of the then outstanding shares of Preferred Stock, voting together as a class and on an as converted basis, also determine that the financing shall be a Mandatory Offering;

(4) the Corporation delivers a notice ("Notice") to the holders of Preferred Stock (i) stating the Corporation's bona fide intention to consummate such financing, (ii) indicating the number of securities to be offered, (iii) indicating the price and terms upon which it proposes to offer such securities, (iv) identifying the Pro Rata Share (as defined below) of each holder of Preferred Stock of the Aggregate Investment Amount, and (v) offering each holder of Preferred Stock the right to purchase such holder's Pro Rata Share of the Aggregate Investment Amount within the time periods set forth in the Notice; and

(5) a holder and/or an affiliate of such holder (a "Non-Participating Holder") does not acquire at least such holder's Pro Rata Share of the Aggregate Investment Amount (whether or not such Aggregate Investment Amount is more than or less than the aggregate dollar amount actually received by the Corporation from the holders in connection with the Mandatory Offering, as may be the case, for example, if certain holders do not participate in the Mandatory Offering) within the time periods set forth in the Notice;

then all of each Non-Participating Holder's shares of Preferred Stock shall automatically and without further action on the part of such holder be converted, effective upon, subject to and concurrently with the consummation of the Mandatory Offering (the "Mandatory Offering Date"), into shares of Common Stock of the Corporation at a Conversion Rate equal to the Conversion Rate in effect immediately prior to the consummation of the Mandatory Offering. For purposes of this Section, each holder's "Pro Rata Share" of the Aggregate Investment Amount shall be an amount determined by multiplying the Aggregate Investment Amount by a fraction, the numerator of which shall be the number of shares of Common Stock issuable upon conversion of the Preferred Stock held by such holder immediately prior to the consummation of the Mandatory Offering and the denominator of which shall be the total number of shares of Common Stock issuable upon conversion of all Preferred Stock outstanding immediately prior to the consummation of the Mandatory Offering. A holder's Pro Rata Share may equal more or less than any such holder's right to participate in a financing of the Corporation pursuant to any contractual right of first offer or similar right.

(b) The holder of any shares of Preferred Stock converted pursuant to this Section 8 shall deliver to the Corporation during regular business hours at the office of any transfer agent of the Corporation for the Preferred Stock, or at such other place as may be designated by the Corporation, the certificate or certificates for the shares so converted, duly endorsed or assigned in blank or to the Corporation. As promptly as practicable thereafter, the Corporation shall issue and deliver to such holder, at the place designated by such holder, a certificate or certificates for the number of full shares of the Common Stock to be issued and such holder shall be deemed to have become a stockholder of record of Common Stock on the Mandatory Offering Date, unless the transfer books of the Corporation are closed on that date, in which event such holder shall be deemed to have become a stockholder of record of Common Stock on the next succeeding date on which the transfer books are open. From and after the Mandatory Offering Date, the certificate or certificates representing shares of Preferred Stock

converted pursuant to this Section 8 shall represent the shares of Common Stock into which such shares of Preferred Stock were converted.

(C) **Common Stock.**

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the Corporation or the occurrence of a Liquidation Transaction, the assets of the Corporation shall be distributed as provided in Section 2 of Article IV(B).

3. **Redemption.** The Common Stock is not redeemable at the option of the holder thereof.

4. **Voting Rights.** Each holder of Common Stock shall have the right to one vote per share of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

## ARTICLE V

Subject to the provisions of this Restated Certificate, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

## ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

## ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article VII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be

eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Restated Certificate inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.”

\* \* \*

The foregoing Restated Certificate has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law.

Executed at Menlo Park, California, on August 6, 2009.

/s/ James L. Finch  
James L. Finch, President

/s/ Glen R. Van Ligten  
Glen R. Van Ligten, Secretary