

**FIRST CERTIFICATE OF AMENDMENT OF
SEVENTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AWAREPOINT CORPORATION**

AWAREPOINT CORPORATION, a Delaware corporation (the "*Corporation*"), does hereby certify that:

FIRST: The name of the Corporation is AwarePoint Corporation and the original name of the corporation was AWP Acquisition Corporation.

SECOND: The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was December 5, 2003.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware (the "*DGCL*"), adopted resolutions amending the Seventh Amended and Restated Certificate of Incorporation of the Corporation (the "*Restated Certificate*") as follows:

A. Paragraph A. of Article IV of the Restated Certificate shall be amended and restated to read as follows:

"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 390,531,574 shares, 150,318,000 shares of which shall be Common Stock (the "*Common Stock*") and 240,213,574 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."

B. The tenth sentence of Paragraph C. of Article IV of the Restated Certificate shall be amended and restated to read as follows:

"47,318,000 of the authorized shares of Preferred Stock are hereby designated "Series F Preferred Stock" (the "*Series F Preferred*")."

C. The eleventh sentence of Paragraph C. of Article IV of the Restated Certificate shall be amended and restated to read as follows:

"47,318,000 of the authorized shares of Preferred Stock are hereby designated "Series F-1 Preferred Stock" (the "*Series F-1 Preferred*")."

D. Paragraph D.5.(h)(v)(G) of Article IV of the Restated Certificate shall be amended and restated to read as follows:

"shares of Series F Preferred issued at the Closing (as defined in each of the Series F Preferred Stock Purchase Agreement dated on or about the Filing Date and the Second Series F Preferred Stock Purchase Agreement dated on or about

April 2, 2012 (together, the "*Purchase Agreements*")), and shares of Common Stock issued upon conversion of such shares of Series F Preferred;"

E. Paragraph D.5.(h)(vii)(A)(1) of Article IV of the Restated Certificate shall be amended and restated to read as follows:

"*Triggering Event*" shall mean the issuance by the Company, in a bona fide fundraising transaction, of Additional Shares of Common Stock with an Effective Price less than the Series F Conversion Price in effect on the date of and immediately prior to such issue, *provided, however*, that the issuance of shares of Series F Preferred pursuant to the Purchase Agreements shall not constitute a Triggering Event."

FOURTH: Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL.

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