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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
APERTO NETWORKS, INC.**

a California Corporation

FILED
in the office of the Secretary of State
of the State of California

JUL 13 2005

The undersigned, Reza Ahy and Elias J. Blawie, hereby certify that:

ONE: They are the duly elected and acting President and Chief Executive Officer and Secretary, respectively, of Aperto Networks, Inc., a California corporation.

TWO: The Articles of Incorporation of said Corporation are amended and restated to read in full as follows:

ARTICLE I

The name of this Corporation is Aperto Networks, Inc. (the "Corporation").

ARTICLE II

The purpose of this Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

A. CAPITALIZATION.

1. Number of Shares. This Corporation is authorized to issue two classes of shares to be designated, respectively, Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of shares which the Corporation is authorized to issue is 412,173,488 shares.

2. Number of Shares of Common Stock. The number of shares of Common Stock which the Corporation is authorized to issue is 230,000,000 shares.

3. Number of Shares of Preferred Stock. The number of shares of Preferred Stock which the Corporation is authorized to issue is 182,173,488, 8,790,973 of which are hereby designated as Series A Preferred Stock (the "Series A Preferred"), 5,550,975 of which are hereby designated as Series B Preferred Stock (the "Series B Preferred"), 57,536,547 of which are hereby designated as Series C Preferred Stock (the "Series C Preferred"), 72,294,993 of which are hereby designated as Series D Preferred Stock (the "Series D Preferred") and 38,000,000 of which are hereby designated as Series E Preferred Stock (the "Series E Preferred").

B. PREFERRED STOCK.

The relative rights, preferences, privileges and restrictions granted to or imposed upon the Preferred Stock and the holders thereof are as set forth below.

1. Liquidation Rights.

(a) Series E Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation (or the deemed occurrence of any such event pursuant to subsection (f) of this Section 1) (any such event, a "Liquidation Event"), the holders of the Series E Preferred shall be entitled to receive, prior to and in preference to any distribution of any of the assets or property of the Corporation to the holders of the Series A Preferred, Series B Preferred, Series C Preferred, Series D Preferred and Common Stock by reason of their ownership thereof, an amount per share equal to \$0.5362 for each outstanding share of Series E Preferred then held by them (as appropriately adjusted for any stock splits, stock dividends, combinations, reclassifications, recapitalizations or the like, a "Recapitalization"), plus all declared and unpaid dividends with respect to such shares (together, the "Series E Liquidation Preference"). All of the preferential amounts to be paid to the holders of the Series E Preferred under this Section 1(a) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the holders of the Series A Preferred, Series B Preferred, Series C Preferred, Series D Preferred and Common Stock in connection with any such Liquidation Event. If the assets or property to be distributed are insufficient to permit the payment to holders of the Series E Preferred its aggregate Series E Liquidation Preference, the entire assets and property legally available for distribution shall be distributed ratably among the holders of the Series E Preferred in proportion to the preferential amount each such holder is otherwise entitled to receive under this Section 1(a).

(b) Series D Liquidation Preference. After the payment or the setting apart for payment to the holders of the Series E Preferred required by paragraph (a) of this Section 1, the holders of the Series D Preferred shall be entitled to receive, prior to and in preference to any distribution of any of the assets or property of the Corporation to the holders of the Series A Preferred, Series B Preferred, Series C Preferred and Common Stock by reason of their ownership thereof, an amount per share equal to \$0.280 for each outstanding share of Series D Preferred then held by them (as appropriately adjusted for any Recapitalization), plus all declared and unpaid dividends with respect to such shares (together, the "Series D Liquidation Preference"). All of the preferential amounts to be paid to the holders of the Series D Preferred under this Section 1(b) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the holders of the Series A Preferred, Series B Preferred, Series C Preferred and Common Stock in connection with any such Liquidation Event. If the assets or property to be distributed are insufficient to permit the payment to holders of the Series D Preferred its aggregate Series D Liquidation Preference, and the distribution to the holders of the Series E Preferred has been satisfied in full as required by Section 1(a) above, the entire assets and property legally available for distribution shall be distributed ratably among the holders of the Series D Preferred in proportion to the preferential amount each such holder is otherwise entitled to receive under this Section 1(b).

(c) Junior Liquidation Preference. After the payment or the setting apart for payment to the holders of the Series E Preferred and Series D Preferred of the respective Series E Liquidation Preference and Series D Liquidation Preference required by paragraphs (a) and (b) of this Section 1, the holders of the Preferred Stock shall be entitled to receive, prior to and in preference to any distribution of any of the assets or property of the Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount per share equal to (i) \$0.225 for each outstanding share of Series A Preferred then held by them (as appropriately adjusted for any Recapitalization), (ii) \$1.175 for each share of Series B Preferred then held by them (as appropriately adjusted for any Recapitalization), (iii) \$0.4148 for each share of Series C Preferred then held by them (as appropriately adjusted for any Recapitalization), (iv) \$0.280 for each share of Series D Preferred then held by them (as appropriately adjusted for any Recapitalization) and (v) \$0.5362 for each share of Series E Preferred then held by them (as appropriately adjusted for any Recapitalization) plus all declared and unpaid dividends with respect to such shares of Series A Preferred, Series B Preferred and Series C Preferred (collectively, the "Junior Liquidation Preference"). All of the preferential amounts to be paid to the holders of the Preferred Stock under this Section 1(c) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the holders of the Common Stock in connection with any such Liquidation Event. If the assets or property to be distributed are insufficient to permit the payment to holders of the Preferred Stock their respective aggregate Junior Liquidation Preference, and the distribution to the holders of the Series E Preferred and Series D Preferred has been satisfied in full as required by Sections 1(a) and 1(b) above, the entire assets and property legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive under this Section 1(c).

(d) Remaining Distribution. After the payment or the setting apart for payment to the holders of the Preferred Stock required by paragraphs (a), (b) and (c) of this Section 1, the remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed ratably to the then holders of outstanding shares of the Preferred Stock and Common Stock of this Corporation (on an as-converted into Common Stock basis) except that (i) with respect to the holders of the Series A Preferred, until such holders shall have received for each share of Series A Preferred an aggregate of \$2.70 per share, inclusive of any amounts paid pursuant to Section 1(c) above (as appropriately adjusted for any Recapitalization), (ii) with respect to the holders of the Series B Preferred, until such holders shall have received for each share of Series B Preferred an aggregate of \$14.10 per share, inclusive of any amounts paid pursuant to Section 1(c) above (as appropriately adjusted for any Recapitalization) and (iii) with respect to the holders of the Series C Preferred, until such holders shall have received for each share of Series C Preferred an aggregate of \$1.2444 per share, inclusive of any amounts paid pursuant to Section 1(c) above (as appropriately adjusted for any Recapitalization); provided, however, that (X) in the event that the holders of the Series D Preferred shall receive for each share of Series D Preferred an amount in excess of an aggregate of \$0.840 per share, inclusive of any amounts paid pursuant to Sections 1(b) and 1(c) above (as appropriately adjusted for any Recapitalization) (with such excess amount being the "Series D Excess Amount"), the amount received by holders of the Series D Preferred pursuant to Section 1(c) above shall be reduced by an amount equal to 20% of the Series D Excess Amount until the amount received by the holders of the Series D Preferred pursuant to Section 1(c) above shall be

reduced to zero and (Y) in the event that the holders of the Series E Preferred shall receive for each share of Series E Preferred an amount in excess of an aggregate of \$0.85792 per share, inclusive of any amounts paid pursuant to Sections 1(a) and 1(c) above (as appropriately adjusted for any Recapitalization) (with such excess amount being the "Series E Excess Amount"), the amount received by holders of the Series E Preferred pursuant to Section 1(c) above shall be reduced by an amount equal to 20% of the Series E Excess Amount until the amount received by the holders of the Series E Preferred pursuant to Section 1(c) above shall be reduced to zero.

(e) Exception for Certain Distributions to Employees and Consultants.

As authorized by Section 402.5(c) of the California Corporations Code, the provisions of Sections 502 and 503 of the California Corporations Code shall not apply with respect to repurchase by the Corporation of shares of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to an agreement providing for the right of such repurchase. Each holder of an outstanding share of Preferred Stock shall be deemed to have consented, for purposes of Section 502 and 503 of the General Corporation Law of California, to distributions made by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by employees or consultants upon termination of their employment or services pursuant to agreements between the Corporation and such persons providing for the Corporation's right of said repurchase.

(f) Deemed Liquidation. For purposes of this Section 1, a Liquidation Event shall be deemed to have occurred upon, and to include (i) a liquidation, dissolution or winding up of the Corporation, whether voluntary or not, (ii) the sale, lease, assignment, transfer, conveyance, disposal or exclusive licensing of all or substantially all of the assets of the Corporation (other than a pledge of assets or grant of security interest therein to a commercial lender in connection with a customary commercial lending or similar transaction), or (iii) the merger, combination with or into or consolidation of the Corporation with any other corporation, limited liability company or other entity (or group of corporations, limited liability companies or other entities (other than a wholly-owned subsidiary of the corporation) or the consummation of any other transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is issued, transferred or otherwise disposed of; provided that this Section 1(f) shall not apply to (i) a merger effected exclusively for the purpose of changing the domicile of the Corporation, (ii) a transaction in which the shareholders of the Corporation immediately prior to the transaction own (solely in respect of their equity interests in the Corporation prior to the transaction) 50% or more of the voting power of the surviving or acquiring corporation following the transaction in substantially the same relative percentages (as among such shareholders) or (iii) an equity financing in which the Corporation is the surviving corporation; and, provided, further, that the treatment of any particular transaction or series of related transactions as a liquidation, dissolution or winding up of the Corporation may be waived by the vote or written consent of the holders of a majority of the outstanding Preferred Stock (voting together as a single class on an as-converted to Common Stock basis).

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

(a) Right to Convert. Each share of Preferred Stock shall be convertible, without the payment of any additional consideration by the holder thereof and at the option of the holder thereof, at any time after the date of issuance of such share, at the office of this 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) \$0.90 (as appropriately adjusted for any Recapitalization) in the case of the Series A Preferred, (ii) \$4.70 (as adjusted for any Recapitalization) in the case of the Series B Preferred, (iii) \$0.4148 (as appropriately adjusted for any Recapitalization) in the case of the Series C Preferred, (iv) \$0.280 (as appropriately adjusted for any Recapitalization) in the case of the Series D Preferred and (v) \$0.5362 (as appropriately adjusted for any Recapitalization) in the case of the Series E Preferred Stock by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share shall be (i) \$0.90 for shares of Series A Preferred, (ii) \$4.70 for shares of Series B Preferred, (iii) \$0.4148 for shares of Series C Preferred, (iv) \$0.280 for shares of Series D Preferred and (v) \$0.5362 for shares of Series E Preferred. The applicable Conversion Price for each such series of Preferred Stock shall be subject to adjustment as set forth in Section 2(d) below.

(b) Automatic Conversion.

(i) Initial Public Offering. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price applicable to each such series of Preferred Stock upon the closing ("Closing") of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, (the "Securities Act") covering the offer and sale of Common Stock for the account of the Corporation to the public at an offering price to the public of at least \$1.0724 per share (as appropriately adjusted for any Recapitalization) and in which the aggregate gross proceeds received by the Corporation (prior to underwriting commissions and expenses) equals or exceeds \$25,000,000. In the event of such an offering, the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until the Closing.

(ii) Shareholder Vote. Each share of Series A Preferred, Series B Preferred and Series C Preferred shall automatically be converted into shares of Common Stock at the then effective Conversion Price applicable to each such series of Preferred Stock upon the affirmative written election or agreement of the holders of greater than fifty percent (50%) of the then outstanding shares of Series A Preferred, Series B Preferred and Series C Preferred, voting together as a single class. Each share of Series D Preferred shall automatically be converted into shares of Common Stock at the then effective Conversion Price applicable to such series of Preferred Stock upon the affirmative written election or agreement of the holders of greater than fifty percent (50%) of the then outstanding shares of Series D Preferred, voting as a separate class. Each share of Series E Preferred shall automatically be converted into shares of Common Stock at the then effective Conversion Price applicable to such series of Preferred Stock upon the affirmative written election or agreement of the holders of greater than fifty percent (50%) of the then outstanding shares of Series E Preferred, voting as a separate class. In the event of such an election, the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to hav

converted such Preferred Stock until written evidence of such election or agreement reasonably satisfactory to the Corporation is received by the Corporation.

(c) **Mechanics of Conversion.** Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to Section 2(a), or promptly following the conversion of a holder's Preferred Stock pursuant to Section 2(b), as applicable, such holder shall (A) surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificate or certificates have been lost, stolen or destroyed and execute an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred in connection with such certificates, and shall give written notice by mail, postage prepaid, to this Corporation at its principal corporate office, of such conversion and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This 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 together with cash in lieu of any fraction of a share. Such conversion shall be deemed to have been made (i) in the case of a conversion effected pursuant to Section 2(a), immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, (ii) in the case of a conversion effected pursuant to Section 2(b)(i), upon the Closing, and (iii) in the case of a conversion effected pursuant to Section 2(b)(ii), upon the receipt by the Corporation of written evidence of such conversion, 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 on 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 Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until the Closing.

(d) **Adjustments to Conversion Price for Certain Dilutive Issuances.**

(i) **Special Definitions.** For purposes of this Section 2, the following definitions shall apply:

(1) 'Options' shall mean any rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock, Preferred Stock or Convertible Securities (defined below).

(2) 'Original Issue Date' shall mean the date on which the first share of the Series E Preferred was first issued.

(3) 'Convertible Securities' shall mean any evidence of indebtedness, shares (other than the Common Stock and Preferred Stock) or other securities convertible into or exchangeable for Common Stock.

(4) 'Additional Shares of Common Stock' shall mean all shares of Common Stock issued (or, pursuant to Section 2(d)(ii), deemed to be issued) by this Corporation after the Original Issue Date, other than:

(A) shares of Common Stock issuable upon conversion of the Preferred Stock into Common Stock;

(B) shares of Common Stock or Options for Common Stock issued to officers, directors and employees of, and consultants to, this Corporation or any subsidiary pursuant to stock purchase or stock option plans or similar arrangements or agreements approved by at least 70% of the members of the Board of Directors of the Corporation (the "Board of Directors");

(C) shares of Common Stock issued as a dividend or distribution on Preferred Stock or any event for which adjustment is made pursuant to Section 2(d), (e), (f) or (g) hereof;

(D) shares of Common Stock issued pursuant to the exercise of Options or Convertible Securities, in each case, as outstanding on or prior to the Original Issue Date;

(E) the issuance of shares of Common Stock or Preferred Stock or Options to purchase shares of Common Stock or Preferred Stock in conjunction with bank or other borrowings and equipment or other leasing transactions, in each case as approved by at least 70% of the members of the Board of Directors;

(F) shares of Common Stock issued in connection with strategic transactions involving the Corporation and other entities, including joint ventures, manufacturing, marketing or distribution arrangements or technology transfer or development arrangements, in each case as approved by at least 70% of the members of the Board of Directors; or

(G) shares of Series E Preferred issued upon terms approved by at least 70% of the members of the Board of Directors.

(ii) Deemed Issuance of Options and Convertible Securities. If the Corporation at any time or from time to time after the Original Issue Date issues any Options or Convertible Securities or fixes a record date for the determination of holders of any class of securities entitled to receive any Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto and assuming the satisfaction of all conditions as to the exercisability or convertibility of such Options or Convertible Securities, including without limitation, the passage of applicable periods of time and the satisfaction of all applicable contingencies) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case a record date has been fixed, as of the close of business on such record date.

(iii) No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, (A) no adjustment to the applicable Conversion Price of any series of Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section 2(d)(v) hereof) for an Additional Share of Common Stock issued by the Corporation is less than the Series E Conversion Price in effect on the date of, and immediately prior to, such issue, and (B) no adjustment to the Series E Conversion Price shall be made in respect of the issuance of Additional Shares of Common stock in the event that holders of a majority of the issued and outstanding shares of Series E Preferred waive the adjustment provisions of this Section 2(d).

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event this Corporation issues or is deemed to have issued Additional Shares of Common Stock without consideration or for a consideration per share less than the Series E Conversion Price as last adjusted and then in effect on the date of and immediately prior to such issue, then and in any such event, the applicable Conversion Price for such series of Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest one hundredth cent) determined by multiplying the applicable Conversion Price for such series of Preferred Stock, by a fraction, the numerator of which shall be (x) the number of shares of Common Stock outstanding immediately prior to such issue or deemed issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued or deemed to be issued would purchase at the Series E Conversion Price in effect immediately prior to such issuance, and the denominator of which shall be (y) the number of shares of Common Stock outstanding immediately prior to such issue or deemed issue plus the number of such Additional Shares of Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock and all outstanding Convertible Securities and Options had been fully converted, exercised or exchanged, as applicable, immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date, but not including in such calculation any Additional Shares of Common Stock issuable with respect to shares of Preferred Stock, Convertible Securities, or Options solely as a result of the adjustment of the Conversion Price of the applicable series of Preferred Stock resulting from the issuance of the Additional Shares of Common Stock causing the adjustment in question.

(v) Determination of Consideration. For purposes of the operation of Section 2(d), the consideration received (or deemed to have been received in the case of Options and Convertible Securities) by the Corporation for the issue of any Additional Shares of Common Stock shall:

(1) to the extent it consists of cash, be computed as the aggregate amount of cash paid before deducting any reasonable brokerage or underwriting commissions or similar expense paid or incurred by the Corporation for the issuance and sale of the securities;

(2) to the extent it consists of property other than cash, be computed at the fair value thereof at the time of such issue or deemed issuance, as determined in good faith by the Board of Directors; and

(3) if Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (1) and (2) above, as determined in good faith by the Board of Directors.

(4) for Options and Convertible Securities, be the sum of the values of (x) the cash and property to be paid to this Corporation for the issue of such Options and Convertible Securities, if any, and (y) the cash and property payable to this Corporation upon the exercise in full of such Option or the full conversion of such Convertible Securities, if any.

(vi) Calculation of Per Share Amount. The number of Additional Shares of Common Stock deemed to be issued upon the issuance or deemed issuance of Options or Convertible Securities shall be the number of shares of Common Stock issuable upon the exercise in full of such Option or the conversion in full of such Convertible Securities as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent increase in the number of shares issuable or decrease in the amount of consideration payable upon the exercise, conversion, or exchange thereof.

(vii) Recomputation of Adjustment as a Result of Changes in Options or Convertible Securities. If an Option or Convertible Securities by their terms provides, with the passage of time or otherwise, for any change in the consideration payable to this Corporation or in the number of shares of Common Stock issuable upon the exercise, conversion, or exchange thereof, the applicable Conversion Price for such series of Preferred Stock computed upon the original issuance or deemed issuance thereof, and any subsequent adjustments based thereon, shall each be recomputed, upon any such change becoming effective, to reflect such change insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided however that no such adjustment of the Conversion Price of the applicable series of Preferred Stock shall affect Common Stock previously issued upon conversion of the applicable series of Preferred Stock).

(viii) Recomputation of Adjustment as a Result of Expiration of Options or Conversion. Upon expiration of any Options or any rights of conversion or exchange under Convertible Securities that have not been exercised or converted, the applicable Conversion Price for such series of Preferred Stock computed upon the original issuance or deemed issuance thereof, and any subsequent adjustments based thereon, shall each be recomputed, upon such expiration, as if (a) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by this Corporation for the issuance of all such Options, whether or not exercised, plus the consideration actually received by this Corporation upon such exercise, or for the issuance of all such Convertible Securities that were actually received by this Corporation

upon such exercise, or for the issuance of all such Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by this Corporation upon such conversion or exchange, and (b) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issuance or deemed issuance of such Options, and the consideration received by this Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by this Corporation for the issuance of all such Options, whether or not exercised, plus the consideration deemed to have been received by this Corporation upon the issuance of the Convertible Securities with respect to which such Options were actually exercised.

(ix) Limitation on Readjustments.

(1) Readjustment of Conversion Price. No readjustment pursuant to Section 2 hereof shall have the effect of increasing the applicable Conversion Price for such series of Preferred Stock to an amount that exceeds the lower of (a) the applicable Conversion Price for such series of Preferred Stock immediately before the issuance or deemed issuance of such Options or Convertible Securities or (b) the applicable Conversion Price for such series of Preferred Stock that would have resulted from any issuance of Additional Shares of Common Stock between the date immediately before the issuance or deemed issuance of such Options or Convertible Securities and such readjustment date.

(2) No Adjustment Upon Issuance of Shares Deemed Outstanding. No adjustment in the applicable Conversion Price for such series of Preferred Stock shall be made upon the actual issuance of Additional Shares of Common Stock if such shares are already deemed issued at the time of issuance.

(e) Adjustments to Conversion Price for Certain Events.

(i) Adjustments for Stock Splits or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by any Recapitalization) into a greater number of shares of Common Stock, without a proportional adjustment to the series of then outstanding Preferred Stock, the applicable Conversion Price for such series of Preferred Stock then in effect shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by any Recapitalization), into a lesser number of shares of Common Stock, without a proportional adjustment to the series of then outstanding Preferred Stock, the applicable Conversion Price for such series of Preferred Stock then in effect shall, concurrently with the effectiveness of such Recapitalization, be proportionately increased. The provisions of this Section 2(e)(i) shall similarly apply to successive subdivisions or combinations of the outstanding shares of Common Stock.

(ii) Adjustments for Other Distributions. In the event this Corporation at any time or from time to time makes or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities of this Corporation other than the outstanding shares of Common Stock, then and in each such event, provisions shall be made so that the holders of Preferred Stock shall receive upon conversion

thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of this Corporation which they would have received had their respective Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 2 with respect to the rights of the holders of the Preferred Stock. The provisions of this Section 2(e)(ii) shall similarly apply to successive distributions to the holders of the outstanding shares of Common Stock.

(iii) Adjustments for Reclassification, Exchange and

Substitution. If the Common Stock issuable upon conversion of any series of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section 2(e)(i) or (ii) above), the applicable Conversion Price for such series of Preferred Stock then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the respective Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the respective Preferred Stock immediately before that change.

(f) Reorganization, Mergers, Consolidations, or Sales of Assets.

If at any time or from time to time there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification, or exchange of shares provided for elsewhere in this Section 2) or a merger or consolidation of this Corporation with or into another Corporation, or the sale of all or substantially all of this Corporation's properties and assets to any other person, then, as a part of such reorganization, merger, consolidation, or sale, provision shall be made so that the holders of the then outstanding series of Preferred Stock shall thereafter be entitled to receive upon conversion of the then outstanding series of Preferred Stock, the number of shares of stock or other securities or property of this Corporation, or of the successor corporation resulting from such merger or consolidation or sale, to which a holder of Common Stock deliverable upon conversion of such series of Preferred Stock would have been entitled on such capital reorganization, merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 2 with respect to the rights of the holders of the then outstanding series of Preferred Stock after the reorganization, merger, consolidation, or sale to the end that the provisions of this Section 2 (including adjustment of the applicable Conversion Price for such series of Preferred Stock then in effect and the number of shares purchasable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalent as may be 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 any series of Preferred Stock. In lieu of fractional shares, the Corporation will pay cash in an amount equal to the fair value of such fractional shares, based on the fair market value of the shares of Common Stock, as

determined in good faith by the Board of Directors, as of the time when those who would otherwise be entitled to receive such fractional shares is determined. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of any series of 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.

(ii) Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price for such series of Preferred Stock pursuant to this Section 2, this 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 Preferred Stock a certificate certified by the Corporation's Chief Financial Officer setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustment and readjustment, (ii) the applicable Conversion Price for such series of Preferred Stock at the time in effect and (iii) 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 Preferred Stock.

(h) Notices of Record Date, Corporate Action. In the event of: (a) 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 or other distribution, or 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, (b) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation or any consolidation or merger involving the Corporation and any other person or any transfer of all or substantially all the assets of the Corporation to any other person, or (c) any voluntary or involuntary dissolution, liquidation or winding-up of the Corporation, the Corporation will mail to each holder of Preferred Stock a notice specifying (i) the date or expected 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, and (ii) the date or expected date on which such reorganization, reclassification, recapitalization, consolidation, merger, transfer, dissolution, liquidation or winding-up is to take place and the time, if any such time is to be fixed, as of which the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for the securities or other property deliverable upon such reorganization, reclassification, recapitalization, consolidation, merger, transfer, dissolution, liquidation or winding-up. Such notice shall be mailed at least 15 days prior to the date therein specified.

(i) Reservation of Stock Issuable Upon Conversion. This 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 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 the 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 the Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, this 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 purpose including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these articles.

3. Voting Rights.

(a) Generally. Except as otherwise required by law, each holder of any shares of Common Stock issued and outstanding shall have one vote for each outstanding share of Common Stock held, and each holder of any shares of Preferred Stock issued and outstanding shall be entitled to the number of votes equal to the number of shares of Common Stock into which such respective shares of Preferred Stock could be converted, as adjusted from time to time in accordance with Section 2 hereof, at the record date for determination of the shareholders entitled to vote on such matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, such votes to be counted together with all other shares of stock of this Corporation having general voting power and not separately as a class. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (one-half and greater being rounded upward). Holders of Common Stock and Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the By-laws of this Corporation. All holders of Preferred Stock shall be entitled to vote with the holders of Common Stock on all matters submitted to a vote of the shareholders, except those required hereunder or by law to be submitted to a class vote and except as provided in Section 3(e) below with respect to the election of directors by the separate class vote of the holders of Common Stock.

(b) Series E Preferred and Series C Preferred Board Seat. As long as at least 19,100,000 shares of Series E Preferred and Series C Preferred (as appropriately adjusted for any Recapitalization) remain outstanding, the holders of the outstanding shares of Series E Preferred and Series C Preferred (voting together as a single class on an as converted to Common Stock basis) shall be entitled to elect one (1) director of this Corporation at each annual meeting of the shareholders for the purpose of electing directors or pursuant to each consent of this Corporation's shareholders for the election of directors (the "Series C/Series E Director").

(c) Series D Preferred Board Seat. As long as at least 14,000,000 shares of Series D Preferred (as appropriately adjusted for any Recapitalization) remain outstanding, the holders of the outstanding shares of Series D Preferred (voting together as a separate class) shall be entitled to elect one (1) director of this Corporation at each annual meeting of the shareholders for the purpose of electing directors or pursuant to each consent of this Corporation's shareholders for the election of directors (the "Series D Director").

(d) Series A and Series B Preferred Board Seat. As long as at least 4,500,000 shares of Series A Preferred and Series B Preferred (as adjusted for any Recapitalization) remain outstanding, the holders of the outstanding shares of Series A Preferred and Series B Preferred (voting together as a single class on an as-converted to Common Stock basis) shall be entitled to elect one (1) director of this Corporation at each annual meeting of the shareholders for the purpose of electing directors or pursuant to each consent of this Corporation's shareholders for the election of directors (the "**Series A/Series B Preferred Director**," collectively with the Series D Director and Series C/Series E Director, the "**Preferred Directors**").

(e) Common Board Seat. The holders of the outstanding shares of Common Stock (voting separately as a class) shall be entitled to elect one (1) director of this Corporation (the "**Common Director**") at each annual meeting of the shareholders for the purpose of electing directors or pursuant to each consent of this Corporation's shareholders for the election of directors.

(f) Other Board Seats. The holders of shares of the outstanding Common Stock and Preferred Stock (voting together as a single class on an as-converted to Common Stock basis) shall be entitled to elect the remaining directors of this Corporation (the "**At Large Directors**") at each annual meeting of the shareholders for the purpose of electing of directors or pursuant to each consent of this Corporation's shareholders for the election of directors.

4. Dividend Rights.

(a) The holders of the outstanding shares of the Series E Preferred 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 in other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock or the Series A Preferred, Series B Preferred, Series C Preferred or Series D Preferred of the Corporation, at the rate of \$0.0429 per share (as adjusted for any Recapitalization) per annum on each outstanding share of Series E Preferred (the "**Series E Dividend Preference**"), payable quarterly when, as and if declared by the Board of Directors. Such dividends shall not be cumulative, and no right shall accrue to holders of Series E Preferred by reason of the fact that dividends on such shares are not declared or paid in any prior year.

(b) After paying the Series E Dividend Preference, the holders of the outstanding shares of the Series D Preferred 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 in other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock or the Series A Preferred, Series B Preferred or Series C Preferred of the Corporation, at the rate of \$0.0224 per share (as adjusted for any Recapitalization) per annum on each outstanding share of Series D Preferred (the "**Series D Dividend Preference**"), payable quarterly when, as and if declared by the Board of Directors.

Such dividends shall not be cumulative, and no right shall accrue to holders of Series D Preferred by reason of the fact that dividends on such shares are not declared or paid in any prior year.

(c) After paying the Series E Dividend Preference and D Dividend Preference, the holders of the outstanding Series A Preferred, Series B Preferred and Series C Preferred 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 in other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) at the rate of (i) \$0.072 per share per annum with respect to the Series A Preferred, (ii) \$0.376 per share per annum with respect to the Series B Preferred and (iii) \$0.0332 per share per annum with respect to the Series C Preferred, (collectively, the "**Junior Preferred Dividend Preference**") payable quarterly, as and if declared by the Board of Directors. The right to receive such dividends on the Series A Preferred, Series B Preferred and Series C Preferred shall not be cumulative, and no right shall accrue to holders of such Preferred Stock by reason of the fact that dividends on such shares are not declared or paid in any prior year.

(d) After payment of the Series E Dividend Preference, Series D Dividend Preference and the Junior Preferred Dividend Preference, any additional dividends shall be distributed among the holders of Common Stock, Series D Preferred and Series E Preferred pro rata on an as converted into Common Stock basis.

5. Protective Provisions.

(a) Series E Preferred Protective Provisions. In addition to any other rights provided by law and only so long as at least 7,600,000 shares in the aggregate (subject to adjustment for any Recapitalization) of Series E referred shall be outstanding, this Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less a majority of the then outstanding shares of Series E Preferred (voting as a separate class):

(i) Alter, change or waive the rights, preferences or privileges or restrictions provided for the benefit of Series E Preferred or otherwise harm the interests of the Series E Preferred, whether by merger, consolidation or otherwise; or

(ii) authorize or issue any other equity security (including any other security convertible into or exercisable for any equity security) having rights, preferences or privileges senior to or on parity with the Series E Preferred), whether by merger, consolidation or otherwise.

(b) Series C Preferred, Series D and Series E Preferred Protective Provisions. In addition to any other rights provided by law and only so long as at least 33,425,000 shares in the aggregate (subject to adjustment for any Recapitalization) of Series C Preferred, Series D Preferred and Series E Preferred shall be outstanding, this Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less a majority of the then outstanding shares of Series C Preferred, Series D Preferred and Series E Preferred (voting together as a single class on an as-converted to Common Stock basis):

(i) authorize a merger (including a parent-subsidiary merger and any merger effected for internal reorganization purposes or to change the Corporation's domicile) or any Liquidation Event, whether by merger, consolidation or otherwise;

(ii) exclusively license all or substantially all of the Corporation's assets, whether by merger, consolidation or otherwise;

(iii) redeem, retire, purchase or otherwise acquire shares of Preferred Stock or Common Stock of the Corporation or its subsidiaries, other than repurchases of unvested shares at cost from former employees of or consultants to the Corporation in connection with the termination of such individuals' employment or consulting relationship with the Corporation;

(iv) amend the Corporation's Restated Articles of Incorporation or Bylaws; or

(v) pay or declare any dividend on or make any distribution on account of any shares of Preferred Stock or Common Stock.

6. Status of Converted Stock. In case any shares of Preferred Stock shall be converted pursuant to Section 2 hereof, the shares so converted shall be canceled and shall not be reissuable by this Corporation and the Articles of Incorporation shall be appropriately amended to effect the corresponding reduction in this Corporation's authorized capital stock.

7. Redemption. The Preferred Stock is not redeemable.

C. COMMON STOCK.

1. Dividend Rights. The holders of Common Stock shall have dividend rights subject to the prior rights of holders of Preferred Stock, as set forth in Section 4 of Division (B) of this Article III.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this Corporation, the assets of this Corporation shall be distributed as provided in Section 1 of Division (B) of this Article III.

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. Each holder of any shares of Common Stock shall have the right to one vote for each outstanding share of Common Stock held and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law and as provided in Section 3 of Division (B) of this Article III.

ARTICLE IV

A. LIMITATION OF DIRECTOR'S LIABILITY. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. INDEMNIFICATION OF CORPORATE AGENTS. This Corporation is authorized to indemnify its agents (as defined in Section 317 of the California Corporations Code) to the fullest extent permissible under California law and subject only to applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this Corporation and its shareholders.

C. REPEAL OR MODIFICATION. Any repeal or modification of the foregoing provisions of this Article IV shall not adversely affect any right of indemnification or limitation of liability of a director of this Corporation relating to acts or omissions occurring prior to such modification."


THREE: The foregoing Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of said Corporation.

FOUR: The foregoing Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock of this Corporation is 8,820,967. The total number of outstanding shares of Series A Preferred Stock of this Corporation is 8,790,973. The total number of outstanding shares of Series B Preferred Stock of this Corporation is 5,548,648. The total number of outstanding shares of Series C Preferred Stock of this Corporation is 53,037,608. The total of outstanding shares of Series D Preferred Stock of this Corporation is 71,371,190. The number of shares of Common Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was (a) more than 50% of the outstanding shares of the Common Stock, voting separately as a class, (b) more than 50% of the outstanding shares of Series A Preferred, Series B Preferred, Series C Preferred and Series D Preferred Stock, voting together as a class, (c) more than 50% of the outstanding shares of Series C Preferred and Series D Preferred, voting together as a class, (d) more than 50% of the outstanding shares of Series A Preferred, voting separately as a class, (e) more than 50% of the outstanding shares of Series B Preferred, voting separately as a class, (f) more than 50% of the outstanding shares of Series C Preferred, voting separately as a class, and (g) more than 50% of the outstanding shares of Series D Preferred, voting separately as a class.

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The undersigned certify under penalty of perjury that they have read the foregoing certificate and know the contents thereof, and that the contents are true of their own knowledge.

IN WITNESS WHEREOF, the undersigned have executed this certificate at Milpitas, California, on July 13th, 2005.

A handwritten signature in black ink, appearing to read 'Reza Ahy', written over a horizontal line.

Reza Ahy, President and Chief Executive Officer

A handwritten signature in black ink, appearing to read 'E. Blawie', written over a horizontal line.

Elias J. Blawie, Secretary