

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

(a Delaware corporation)

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

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

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

Paragraph A of Article IV of the Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

"A. The Company is authorized to issue two classes of shares to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which the Company is authorized to issue is 24,601,250 shares, 11,500,000 shares of which shall be Common Stock (the "**Common Stock**") and 13,101,250 shares of which shall be Preferred Stock (the "**Preferred Stock**"). The Preferred Stock shall have a par value of \$0.001 per share and the Common Stock shall have a par value of \$0.001 per share."

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

IN WITNESS WHEREOF, AwarePoint Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 27th day of November, 2006.

AWAREPOINT CORPORATION

By: /s/ Chuck Myers
Chuck Myers
Chief Executive Officer