

**SECOND 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 426,508,909 shares, 162,310,445 shares of which shall be Common Stock (the "**Common Stock**") and 264,198,464 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:

"59,310,445 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:

"59,310,445 of the authorized shares of Preferred Stock are hereby designated "Series F-1 Preferred Stock" (the "**Series F-1 Preferred**")."

D. The second sentence of Article IV, Section D.5.(a) of the Restated Certificate shall be amended and restated to read as follows:

"The number of shares of Common Stock to which a holder of Series Preferred shall be entitled upon conversion shall be the product obtained by multiplying the applicable "Series Preferred Conversion Rate" then in effect (determined as

provided in Section 5(b)) by the number of shares of Series Preferred being converted; *provided, however*, that if such conversion occurs within 90 days prior to the Second Closing (as defined in the Note and Warrant Purchase Agreement to be entered into by and among the Company and the parties listed as “Investors” thereunder on or about December 3, 2012 (as the same may be amended from time to time, the “**2012 Note and Warrant Purchase Agreement**”)), then one-tenth of the number of shares of Common Stock otherwise issuable upon such conversion shall be issuable upon such conversion.

E. A new subsection (I) shall be inserted into Article IV, Section D.5.(h)(v) of the Restated Certificate which shall read in its entirety as follows:

“(I) Convertible Securities to be issued pursuant to the 2012 Note and Warrant Purchase Agreement and shares of Common Stock and/or Preferred Stock issued upon conversion of such Convertible Securities.”

F. A new subsection (p) shall be inserted into Article IV, Section D.5 of the Restated Certificate which shall read in its entirety as follows:

“(p) **Special Mandatory Conversion.** Notwithstanding anything to the contrary contained in this Section 4, the following special mandatory conversion provisions shall apply solely to the sale and issuance of Notes (as defined in the 2012 Note and Warrant Purchase Agreement) contemplated under the 2012 Note and Warrant Purchase Agreement.

(i) **Mandatory Conversion.** In the event that any Investor (as defined in the 2012 Note and Warrant Purchase Agreement) fails to satisfy its obligation to purchase at the Second Closing a Note having a principal amount equal to the dollar amount of the Note purchased by such Investor at the Initial Closing (as defined in the 2012 Note and Warrant Purchase Agreement), all of the shares of Preferred Stock held by such non-participating Investor and such non-participating Investor’s Affiliated Funds (as defined below) shall be automatically, and without further action on the part of such non-participating Investor, converted into shares of Common Stock on the basis of 10 shares of Preferred Stock for one share of Common Stock, immediately following the Second Closing; *provided*, that if a Investor’s Affiliated Funds purchase such Investor’s allocated Pro Rata Shares, such purchase shall be deemed participating by such Investor for purposes of this Section 5(p)(i). For purpose of this Section 5(p), an “**Affiliated Fund**” of a particular entity shall mean a person or entity (1) that is a subsidiary, parent, partner, limited partner, retired partner, member, retired member or stockholder of such entity or (2) that is an affiliated fund or entity of such entity, which means, with respect to a limited partnership, limited liability company or a limited liability partnership, without limitation, the manager, managing member, general partner or management company of such entity, or a fund or entity managed by the same manager or managing member or general partner or management company or by an entity controlling, controlled

by, or under common control with such manager or managing member or general partner or management company.

(ii) **Mandatory Conversion Mechanics.** In the event of a mandatory conversion of shares of Preferred Stock as set forth in this Section 5(p), such shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent, shall be deemed to be no longer outstanding, and all rights with respect thereto shall forthwith cease and terminate, except only the rights of the holder, upon surrender of its certificate or certificates therefor (or lost certificate affidavit and agreement), (1) to receive the shares of Common Stock to which such holder shall be entitled upon conversion thereof and (2) with respect to dividends declared but unpaid prior to such conversion date. Such conversion shall be deemed to have been made immediately following the Second Closing, and the person(s) entitled to receive the shares of Common Stock issuable under such conversion shall be treated for all purposes as the record holder(s) of such shares of Common Stock on such date.”

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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IN WITNESS WHEREOF, AwarePoint Corporation has caused this Second Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 30th day of November, 2012.

AWAREPOINT CORPORATION

By: /s/ John E. Deady

John E. Deady
Chief Executive Officer