

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
3POINT5, INC.**

3POINT5, INC. (hereinafter called the "Corporation"), organized and existing under and by virtue of the Delaware General Corporation Law, hereby certifies as follows:

A. The name of the Corporation is 3point5, Inc. The Corporation's original Certificate of Incorporation was filed with the Delaware Secretary of State on December 1, 2004, was subsequently amended and restated by the filing of an Amended and Rested Certificate of Incorporation on September 14, 2006, and was further amended by the filing of a Certificate of Amendment to the Certificate of Incorporation dated June 28, 2007 (as amended to date, the "Certificate of Incorporation").

B. By unanimous written consent of the Board of Directors of the Corporation, a resolution was duly adopted, pursuant to Sections 141(f) and 242 of the Delaware General Corporation Law, setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring the amendment to be advisable.

C. The amendment, as adopted, adjusts the number of shares of Common Stock, Preferred Stock, Series A Preferred Stock and Series B Preferred Stock the Corporation is authorized to issue, and modifies certain terms of the Series B Preferred Stock to be denominated in terms of the original issuance price of such shares, all as set forth below.

D. The amendment revises Article IV of the Certificate of Incorporation to read in its entirety as follows:

"The total number of shares of stock that the corporation shall have authority to issue is Twenty Six Million Three Hundred Eighty Thousand (26,380,000), consisting of Seventeen Million (17,000,000) shares of Common Stock, \$0.001 par value per share, and Nine Million Three Hundred Eighty Thousand (9,380,000) shares of Preferred Stock, \$0.001 par value per share. The first Series of Preferred Stock shall be designated "**Series A Preferred Stock**" and shall consist of Two Million Five Hundred Sixty Two Thousand Five Hundred (2,562,500) shares. The second Series of Preferred Stock shall be designated "**Series B Preferred Stock**" and shall consist of Six Million Seven Hundred Seventeen Thousand (6,717,000) shares."

E. The amendment revises Article V, Section 1(a) of the Certificate of Incorporation to read in its entirety as follows:

"**Conversion Price**" shall mean \$0.40 per share for the Series A Preferred Stock and shall be equivalent to the Original Issue Price per share for the Series B Preferred Stock (subject

to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein)."

F. The amendment revises Article V, Section 1(e) of the Certificate of Incorporation to read in its entirety as follows:

**"Dividend Rate"** shall mean an annual rate of \$0.32 per share for the Series A Preferred Stock and with respect to shares of Series B Preferred Stock shall mean a rate equal to eight percent (8%) of the Original Issuance Price of such shares."

G. The amendment revises Article V, Section 1(f) of the Certificate of Incorporation to read in its entirety as follows:

**"Liquidation Preference"** shall mean \$0.40 per share for the Series A Preferred Stock and shall be equivalent to the Original Issue Price per share for the Series B Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein)."

H. The amendment revises Article V, Section 1(h) of the Certificate of Incorporation to read in its entirety as follows:

**"Original Issue Price"** shall mean \$0.40 per share for the Series A Preferred Stock, and for each share of Series B Preferred Stock, shall be equivalent to the purchase price at which such share was originally issued (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein)."

I. The amendment set forth above was approved by the written consent of holders of the Corporation's Common Stock and Preferred Stock, in accordance with Section 242 of the Delaware General Corporation Law and the provisions of the Certificate of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed as of the 21 day of August, 2008.

3POINT5, INC.

By: 

Duncan Robins, President